

1201 HAYS STREET
TALLAHASSEE, FL 32306
904 222 0171
904 222 0171 FAX

800-342-8086



P95000044096

ACCOUNT NO. : 072100000032

REFERENCE : 609682 *Patricia T. J...*

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : June 5, 1995

ORDER TIME : 8:50 AM

200000175015 81572

ORDER NO. : 609682

CUSTOMER NO: 9192A

CUSTOMER: Cheryl Lehman, Legal Asst
NUCKOLLS JOHNSON & BELCHER,
P. A.
Tidewater Building, Suite 303
1375 Jackson Street
Fort Myers, FL 33901

DOMESTIC FILING

NAME: IMAGINEERED PRODUCTS, INC.

TALLAHASSEE, FLORIDA
OFFICE # 115015 02

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: _____

w95-11574



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 7, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: IMAGINEERED PRODUCTS, INC.
Ref. Number: W95000011574

We have received your document for IMAGINEERED PRODUCTS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 795A00028014

NUCKOLLS, JOHNSON & BELCHER, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

THE SEAWATER BUILDING

**RUSH PAUL NUCKOLLS
EARL L. JOHNSON
W. GUS BELCHER, II**

**MAILING ADDRESS:
P. O. DRAWER 888
FORT MYERS, FLORIDA 33902 5100**

**SUITE 800
1076 JACKSON STREET
FORT MYERS, FLORIDA 33901
(80) 006-0600**

June 7, 1995

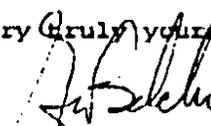
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of
Imagineered Products, Inc.

Dear Sir or Madam:

My client hereby acknowledges that he knows there is a corporation existing in Palm Harbor, Florida, called Imagine Products, Inc. He still wishes to incorporate under the name of Imagineered Products, Inc. in Fort Myers, Florida.

Very Truly yours,


W./GUS BELCHER, II

WGB/cl
K95.ld:Grimes.L

ARTICLES OF INCORPORATION
OF
IMAGINEERED PRODUCTS, INC.

07 11 1982
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

IMAGINEERED PRODUCTS, INC.

The address of the principal office of this corporation shall be 10851 Deer Run Farms Road, Ft. Myers, Florida 33912, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

| | |
|-----------------------------|---|
| Bobby Lawson Grimes Dir. | 10851 Deer Run Farms Road Ft. Myers, Florida 33912 |
| Martha Rhoden Dir. | Same |

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| | |
|---------------------|---------------------------|
| Bobby Lawson Grimes | 10851 Deer Run Farms Road |
| President | Ft. Myers, Florida 33912 |

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 6, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

MIN/cmh

FILED
TALLAHASSEE, FLORIDA
JAN 11 1977

P95000044096

NUCKOLLS, JOHNSON & BELCHER, P. A.
ATTORNEYS AND COUNSELORS AT LAW
THE TIDEWATER BUILDING

HUGH PAUL NUCKOLLS
KARL L. JOHNSON
W. GUS BELCHER, II

MAILING ADDRESS:
P. O. DRAWER 2100
FORT MYERS, FLORIDA 33902-2100

SUITE 200
1078 JACKSON STREET
FORT MYERS, FLORIDA 33901
(813) 334-0400

June 20, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Imagineered Products, Inc.
Document No. P95000044096
Date of Incorporation: June 7, 1995

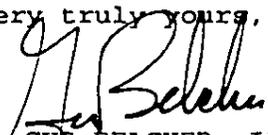
Gentlemen:

Enclosed please find the following for filing regarding the above-referenced incorporation:

1. Statement of Change of Registered Office or Registered Agent or Both for Corporations dated June 19, 1995.
2. Our trust account check in the amount of \$35.00 representing the filing fee for same.

800001522828
-06/26/95--01032--006
*****35.00 *****35.00

Please send confirmation of the above filing to the undersigned in the enclosed, self-addressed envelope. If you have any questions, please do not hesitate to contact me.

Very truly yours,

W. GUS BELCHER, II

WGB/cl
Enclosures: as stated
cc: CSC Networks
K95.1e:Grimes.L1

SH 6/28

Change of RA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 23 PM 2:05

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1509, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Imagineered Products, Inc.

1b. Date of incorporation June 7, 1995 Document number P95000044096

2. The name and address of the current registered agent and office:
Corporation Service Company
1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
W. Gus Belcher, II, Esquire of Nuckolls, Johnson & Belcher, P.C.,
Suite 303, 1375 Jackson Street, Fort Myers, FL 33901

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 23 PM 2:05

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Bobby Lawson Grimes
SIGNATURE
June 19 1995
DATE

Bobby Lawson Grimes, President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE W. Gus Belcher II
W. GUS BELCHER, II (Registered Agent)
DATE 6-19-95

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314