

P95000050704

DAVID PRIEDE
16175 GOLFCLUB ROAD - #108
FT. LAUDERDALE, FLORIDA 33326

June 5, 1995

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

300001507483
-06/07/95--01075--018
****122.50 ****122.50

RE: CORPORATE IMAGE, INC.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of CORPORATE IMAGE, INC. together with Resident Agent form and check in the amount of \$122.50. Please return one certified copy to the undersigned via overnight mail. A return Airbill and envelope are enclosed for your convenience.

Thanking you in advance, I remain

Very truly yours,



David Priede

/sgk
encs.

JUN 12 1995 BSB

W95-11929

FILED
95 JUN 28 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1995

DAVID PRIEDE
16175 GOLFCLUB ROAD #108
FT. LAUDERDALE, FL 33326

SUBJECT: CORPORATE IMAGE, INC.
Ref. Number: W95000011929

We have received your document for CORPORATE IMAGE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 895A00028737

June 25, 1995

When we called for name availability we were made aware of the company name IMAGE communications, inc. of Tampa.

The name IMAGECOM, inc. was verbally approved by a supervisor.

David Pineda

ARTICLES OF INCORPORATION
OF
IMAGECOM, INC.

FILED
95 JUN 28 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be IMAGECOM, INC.

ARTICLE II - Duration

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

The authorized capital stock of the corporation shall be Two Hundred (200) shares, common stock with a One Dollar (\$1.00) per share par value.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - Principal Office and Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 16175 Golfclub Road, #108, Ft. Lauderdale, FL 33326 and the name of the initial registered agent of this corporation at that address is David Priede. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - Initial Board of Directors

This corporation shall have an initial Board of Directors of one (1). The number of directors may be either increased or diminished from time to time, but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

David Priede
16175 Golfclub Road, #108
Ft. Lauderdale, FL 33326

ARTICLE VII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

David Priede
16175 Golfclub Road, #108
Ft. Lauderdale, FL 33326

ARTICLE VIII - Management of Corporation by Stockholders

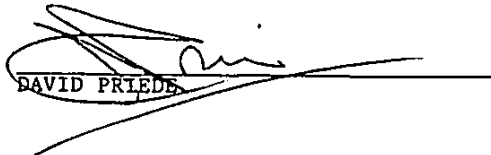
Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - Amendment

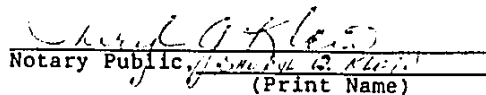
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 26 day of June, 1995.

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS.


DAVID PRIEDE

The foregoing instrument was acknowledged before me this 26th day of June, 1995 by DAVID PRIEDE, who is personally known to me and who did not take an oath.


Notary Public, Sheryl G. Klein
(Print Name)

My Commission expires:

C:\David\Art-Inc



SHERYL G. KLEIN
MY COMMISSION # CC324700 EXPIRES
November 21, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.


IMAGECOM, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First -- That IMAGECOM, INC. organized under the laws of the State of
Florida with its principal office at the City of Ft. Lauderdale, County of
Broward, State of Florida has named DAVID PRIEDE, who is located at 16175
Golfclub Road, #108, Ft. Lauderdale, County of Broward, State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation, at the place designated in this certificate, I hereby accept to act
in this capacity, and agree to comply with the provision of said Act relative to
keeping open said office.

By 
DAVID PRIEDE

FILED
95 JUN 28 AM 9:12
STATE
CLERK
FLORIDA