

P95000068921

JAN-02-1998 07:00 FROM

TO

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(((H95000009898))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF TATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
ALLAHASSEE, FL 3399 CONTACT: RAY TORMONT
FAX: (94) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000009898))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: IMAGENET, INC..
FAX AUDIT NUMBER: H95000009898 CURRENT STATUS: REQUESTED
DATE REQUESTED: 09/08/1995 TIME REQUESTED: 15:29:39
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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25:12 H7 2-8258
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9-7-95

JAN-03-1900 00:37 FROM

TO

19049224000 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 7, 1995

EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER STREET
SUITE 200
MIAMI, FL 33135

SUBJECT: IMAGENET, INC.
REF: W95000017959

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Kathy Hyman
Document Specialist

FAK Aud. #: H95000009898
Letter Number: 095A00041309

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

PREPARED BY:
SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

ARTICLES OF INCORPORATION OF
IMAGENET, INC.

ARTICLE I NAME

The name of this corporation is IMAGENET, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 4105 Lake Washington Rd., Brevard County, Melbourne, Florida 32934. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

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TALLAHASSEE, FLORIDA

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ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME

ADDRESS

Robert Alan Schofield
President

4105 Lake Washington Rd.
Melbourne, FL 32934

ARTICLE VIII INCORPORATOR

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

NAME

ADDRESS

Robert Alan Schofield

4105 Lake Washington Rd.
Melbourne, FL 32934

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4105 Lake Washington Rd., Melbourne, FL. 32934 and the name of the initial registered agent of this corporation at that address is Robert Alan Schofield.

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IN WITNESS WHEREOF, the undersigned being the original incorporator for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and hereunto set our hands and seals this 5th day of September, 1995.


Robert Alan Schofield

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FILED

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

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

1. IMAGENET, INC., desiring to organize under the laws of the State
of Florida, with its principal office, as indicated in the Articles
of Incorporation at the City Melbourne, State of Florida, has named
Robert Alan Schofield, located at 4105 Lake Washington Rd., City of
Melbourne, County of Brevard, 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
provisions of said Act relative to keeping open said office.


Robert Alan Schofield

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5/23/96

P95000068921

:30 AM

(((H96000007267))) PUBLIC ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000007267))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: IMAGENET, INC.
FAX AUDIT NUMBER: H96000007267 CURRENT STATUS: REQUESTED
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PREPARED BY:
SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF

IMAGENET, INC.
(Charter# P95000068921)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

AMENDMENTS ADOPTED

ARTICLE VI - LOCATION

The Street, Address, City, County and State in which the principal office of the corporation is to be located is:

5589 N.W. 72nd Avenue
Miami, FL 33166

ARTICLE VII - BOARD OF DIRECTORS

The name and street address of the new President is:

NAME	ADDRESS
Antonio Javier Munoz President	116 Lake Emerald Dr. No. 207 Fort Lauderdale, FL 33309

THE DATE OF THE ADOPTION OF THIS AMENDMENT IS: April 1st, 1996.

THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

Signed this 1st day of April, 1996.

By *Antonio Javier Munoz*
IMAGENET, INC.
Antonio Javier Munoz
President

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