

P96000014367

**JEFFREY S. GEROW, P.A.**  
**ATTORNEY AT LAW**

**400 NORTH FEDERAL HIGHWAY**  
**SUITE 306B**  
**BOCA RATON, FLORIDA 33431**  
**(407) 730-6770 TELEPHONE**  
**(407) 750-7335 FACSIMILE**

February 9, 1996

Sent via Federal Express

Secretary of State  
Division of Corporations  
New Filings Section  
409 East Gaines Street  
Tallahassee, Florida 32301

RE: Modern Image, Corp.

Gentlemen:


300001712743  
-02/12/96--01086--013  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

With reference to the above matter enclosed please find two (2) signed original Articles of Incorporation for Modern Image, Corp., along with my check in the amount of \$122.50 to cover the various filing fees.

Once the Articles of Incorporation have been recorded please return same to me by Federal Express using the enclosed airbill provided for your convenience.

Should you have any questions in this regard please do not hesitate to contact me.

Very truly yours,

  
Jeffrey S. Gerow

JSG:tjb

Enclosure

FILED  
96 FEB 12 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten initials and date: JSG 2-12-96*

**ARTICLES OF INCORPORATION**  
**OF**  
**MODERN IMAGE, CORP.**

**FILED**  
**96 FEB 12 PM 1:47**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

**ARTICLE I**

The name of the corporation is: MODERN IMAGE, CORP.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV**

The Corporation shall have the authority to issue 1,000 shares of common stock, all of one class, at one dollar par value.

**ARTICLE V**

The address of the initial registered office of the corporation is 4800 North Federal Highway, Suite 306B, Boca Raton, Florida 33431 and the name of its registered agent at said address is Jeffrey S. Gerow, Esquire. The initial address for the corporation shall be 10641 N.W. 43rd Court, Coral Springs, FL 33065.

#### ARTICLE VI

The number of directors constituting its initial board of directors is two, whose names and addresses are:

Michael R. Lindsay, 10641 N.W. 43rd Court, Coral Springs, Florida 33065

Henry J. Pardo, 10641 N.W. 43rd Court, Coral Springs, Florida 33065

#### ARTICLE VII

The name and address of the incorporator is:

Michael R. Lindsay, 10641 N.W. 43rd Court, Coral Springs, Florida 33065

#### ARTICLE VIII

Preemptive rights shall be as follows:

The shareholders shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock as may be issued from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of common stock currently authorized and issued.

#### ARTICLE IX

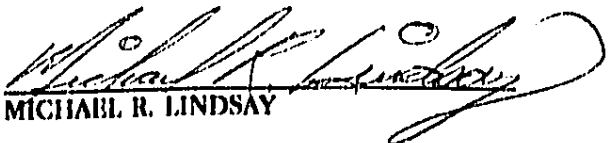
Unless otherwise provided in the corporation's Bylaws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

#### ARTICLE X

The corporation shall indemnify its officers, directors and authorized agents for

all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 9 day of February, 1996.

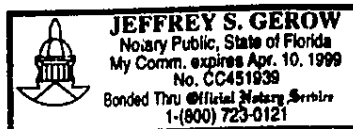
  
MICHAEL R. LINDSAY

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared MICHAEL R. LINDSAY, who to me are well known to be the person described in and who subscribed the above Articles of Incorporation and produced his Florida Drivers License as identification and freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth and who did not take an oath.

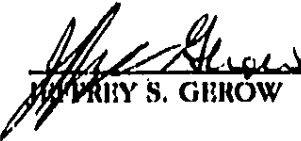
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton in said county and state this 9<sup>th</sup> day of February, 1996.

  
PRINTED NAME: Jeffrey S. Gerow  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



## **ACKNOWLEDGEMENT**

Having been named to accept service of process for this corporation, at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

  
HENRY S. GEROW

FILED  
96 FEB 12 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PA 6000014367

Mr. & Mrs. Henry Panko  
10641 NW 43rd Ct  
Coral Springs, FL 33065-2320

City/State/Zip

Phone #

7000002076747 -- 4  
-02/04/97--01066--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

97 FEB -4 PH12:07  
FILED  
TALLAHASSEE FLORIDA

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS FEB 11 1997

Voldis

Examiner's Initials	
---------------------	--

**ARTICLES OF DISSOLUTION**

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: MODERN IMAGE, CORP.

SECOND: The articles of incorporation were filed on: 2/12/96

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

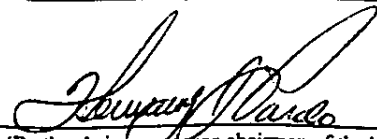
FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 24<sup>th</sup> day of JANUARY, 19 97

Signature 

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

HENRY J. PARDO  
(Typed or printed name)

VICE-PRESIDENT  
(Title)

FILED  
97 FEB -4 PM 12:07  
TALLAHASSEE FLORIDA