

P96000018754

FILED
95 FEB 27 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: ImageIn Graphics, Inc.

Gentlemen:

100001725001
-02/27/96--01061--003
****122.50 ****122.50

As Incorporator of the above named corporation I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

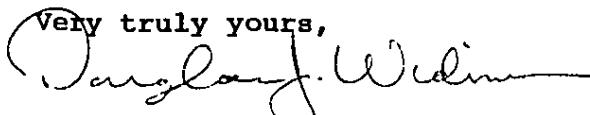
Enclosed are the following papers, together with our check:

- a) Original and one copy of Certificate of Incorporation for filing and approval by your office;
- b) Certificate of Registered Agent;
- c) Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate.
\$52.50 for certified copy.
\$35.00 for Registered Agent Designation.

Please return certified copy as soon as possible.

Very truly yours,



Douglas J. Widmer

AL FEB 29 1995

enclosures

**ARTICLES OF INCORPORATION
OF**

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TALLAHASSEE, FLORIDA

ARTICLE I. ImageIn Graphics, Inc.

The name of this corporation is:

ImageIn Graphics, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business as permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1 (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

ARTICLE V. REGISTERED AGENT AND INITIAL

REGISTERED OFFICE

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Douglas J. Widmer

4510 N. Key Drive, #805

North Fort Myers, Florida 33903

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The principal office address shall be the same as the registered office address.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and the street address is:

Douglas J. Widmer

4510 N. Key Drive, #805

North Fort Myers, Florida 33903

The persons named as initial director shall hold office for the first year of existence of this Corporation or until has successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

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

Douglas J. Widmer

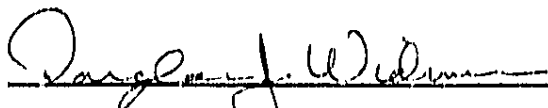
4510 N. Key Drive, #805

North Fort Myers, Florida 33903

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made:

IN WITNESS WHEREOF, the undersigned, as
Incorporator, has executed the foregoing Articles of Incorporation
on 21st day of FEBRUARY, 19 96.



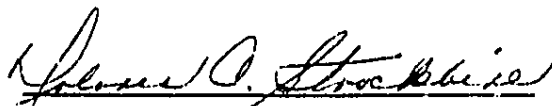
Douglas J. Widmer

INCORPORATOR

BEFORE ME, a Notary Public, personally appeared
DOUGLAS J. WIDMER, to me known to be the person described as
Incorporator and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he subscribed to
these Articles of Incorporation on 21st day of FEBRUARY,
19 96.

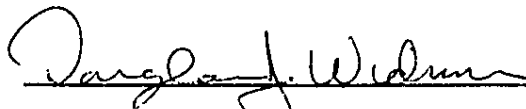
My Comm. Expires May 14, 1999
Bonds by ANB
600-862-5878





Notary Public

I hereby am familiar with and accept the duties and
responsibilities as registered agent for ImageIn Graphics, Inc.



Douglas J. Widmer

Registered Agent

BEFORE ME, a Notary Public, personally appeared DOUGLAS J. WIDMER,
to me known to be the person described as Registered Agent and who
executed the foregoing instrument and he acknowledged before me
that he executed the same.

WITNESS my hand and official seal this 21st day of _____
FEBRUARY, 1996.

Dolores C. Strockbine

Notary Public

My Commission expires:



DOLORES C STROCKBINE
My Commission 00484813
Expires May. 14, 1999
Bonded by ANB
800-862-8678

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ImageIn Graphics, Inc.
4510 N. Key Drive, #805
North Fort Myers, Florida 33903

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

FIRST: That ImageIn Graphics, Inc., is desiring to
organize or qualify under the law of the State of Florida with its
principal place of business at 4510 N. Key Drive, #805, in the City
of North Fort Myers, State of Florida, has named Douglas J. Widmer,
4510 N. Key Drive, #805, North Fort Myers, Florida, as its agent to
accept service of process within Florida.

Douglas J. Widmer

Douglas J. Widmer
Corporate Officer
PRESIDENT
Title
2/21/96
Date

Having been named to accept service of process for the above state
corporation, at the place designated in this certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete
performance of my duties.

Douglas J. Widmer

Douglas J. Widmer
Registered Agent
2/21/96
Date