

05/14/96 FAX 1 904 359 8700

FOLEY & LARDNER

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H960004/199

5/14/96 DIVISION OF CORPORATIONS 11:42 AM

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TO: DIVISION OF CORPORATIONS FROM: FOLEY & LARDNER
DEPARTMENT OF STATE 200 LAURA ST

STATE OF FLORIDA

409 EAST GAINES STREET

JACKSONVILLE FL 32202-

TALLAHASSEE, FL 32399

CONTACT: KAREN PETERSON

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(((H96000006798)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR

P.A.

NAME: IMC ACQUISITION, INC.

FAX AUDIT NUMBER: H96000006798

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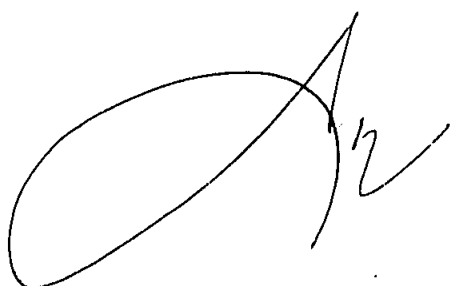
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ACCOUNT NUMBER: 072720000061

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96 MAY 14 PM 2:24
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TALLAHASSEE, FLORIDA

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FOLEY & LARDNER

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FOLEY & LARDNER

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Fax Audit No. H96000006798

ARTICLES OF INCORPORATION
OF
IMC ACQUISITION, INC.

FILED
96 MAY 14 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is IMC Acquisition, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 3450 West Busch Boulevard, Suite 250, Tampa, Florida 33618.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4**CAPITAL**

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock having a par value of \$.01 per share.

ARTICLE 5**INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is One Independent Drive, Suite 3104, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Mitchell W. Legler.

ARTICLE 6**DIRECTORS**

Section 6.1 **Number.** This corporation shall have 2 director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors.** The name and address of the members of the first board of directors of the corporation are:

NAME**ADDRESS**

George Nicholas

3450 West Busch Boulevard, Suite 250,
Tampa, Florida 33618

Thomas Middleton

3450 West Busch Boulevard, Suite 250,
Tampa, Florida 33618**ARTICLE 7****BYLAWS**

Section 7.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any

bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 **Name and Address.** The name and street address of the incorporator of this corporation is:

NAME**ADDRESS**

Mitchell W. Legler.

One Independent Drive, Suite 3104, Jacksonville, Florida
32202

ARTICLE 9

INDEMNIFICATION

Section 9.1 **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 **Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 14 day of May, 1996.


Mitchell W. Legler, Incorporator

05/14/96 13:00 FAX 1 804 388 8700

POLKY & LANDRUM

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Fax Audit No. H96000006798

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.



Mitchell W. Legler, Registered Agent.

Date: 5/14/96

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96 MAY 14 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H96000006798

4/28/97

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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10:36 AM

(((H97000006886 J)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FOLEY & LARDNER
CONTACT: KAREN PETERSON
PHONE: (904)389-2000

ACCT#: 072720000061

FAX #: (904)389-8700

NAME: IMC ACQUISITION, INC.
AUDIT NUMBER.....H97000006886
DOC TYPE.....DISSOLUTION
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CERT. COPIES.....1PAGES..... 1
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97 APR 28 PM 1:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA*Volun.
Dissolved
4/28/97
DC*

Fax Audit No. H97000006856

**ARTICLES OF DISSOLUTION
OF
IMC ACQUISITION, INC.**

Pursuant to the provisions of Section 607.1402 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving this Corporation:

1. The name of this Corporation is IMC Acquisition, Inc.
2. The Corporation's Articles of Incorporation were filed with the Florida Department of State on May 14, 1996.
3. None of the Corporation's shares have been issued and the Corporation has not commenced business.
4. No debt of the Corporation remains unpaid.
5. The dissolution of the corporation was unanimously approved by the Directors of the Corporation on the 25th day of April, 1997.

Dated this 25th day of April, 1997.


George Nicholas, Director


Thomas Middleton, Director

FILED
97 APR 28 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000
Fax Audit No. H97000006856