

CORP NAME:-IMAGEMAKERS INT'L INC.  
2921 DAVIE BOULEVARD-street address  
FORT LAUDERDALE, FLORIDA 33312-city & state,zip

Date: MAY 2, 1996

**P96000041561**

State of Florida  
Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, Florida 32301

3000001810853  
-05/07/96--01051--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: New Corporation Filing  
Name of NEW Corp **IMAGEMAKERS INT'L INC**

Dear SIR:

Enclosed, please find, executed Articles of Incorporation, copy of same, and a check in the amount of \$35.00 FOR THE FILING FEES, \$35.00 FOR THE REGISTERED AGENT DESIGNATION TOTAL=\$70.00 (if a certified copy is needed an additional \$52.50 is enclosed)=**\$122.50**

After filing same please forward the copy of the filed articles to:

**MARTY KNOPP  
2921 DAVIE BOULEVARD  
FORT LAUDERDALE, FLORIDA 33312  
(305) 791-9591**

Thank you for your prompt handling of the foregoing.

IMAGEMAKERS INT'L INC-corp name

J. WILLIAMS-incorporator

**MAILING ADDRESS**

2921 DAVIE BOULEVARD-street address  
FORT LAUDERDALE, FLORIDA 33312-city & state,zip

**PRINCIPAL OFFICE ADDRESS**

2921 DAVIE BOULEVARD-street address  
FORT LAUDERDALE, FLORIDA 33312-city & state,zip

MAY 2, 1996 -DATE PREPARED AND SIGNED

EXPIRATION DATE  
May 3, 1996

FILED  
95 MAY -7 PM 1:07  
FORT LAUDERDALE  
FLORIDA

GB 5/15/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

96 MAY -7 PM 1:07

May 10, 1996

MARTY KNOPP  
2921 DAVIE BLVD  
FT LAUDERDALE, FL 33312

SUBJECT: IMAGEMAKERS INT'L INC  
Ref. Number: W96000010028

EFFECTIVE DATE  
May 3, 1996

We have received your document for IMAGEMAKERS INT'L INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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) 487-6931.

Garrett Blanton  
Document Specialist

Letter Number: 296A00022959

**ARTICLES OF INCORPORATION**  
**NAME OF CORPORATION:**  
**IMAGEMAKERS INT'L INC**

85 MAY -7 PM 1:07

THE UNDERSIGNED, acting as the Incorporator of a corporation under the "Florida General Corporation Act," adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I**  
**CORPORATE NAME**

"PRO" **IMAGEMAKERS INT'L INC**  
**NATURE OF CORPORATE BUSINESS**

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**  
**CAPITAL STRUCTURE**

EFFECTIVE DATE  
May 3, 1996

[A] **Capital Stock:** The Corporation is authorized to issue and have outstanding at any one time an aggregate number of SEVEN THOUSAND FIVE HUNDRED (7,500 ) shares of stock having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

[B] **Stock Classes:** The shares of the Corporation may be divided into one or more classes with such designations, preferences, limitations and relative rights as stated in the By-Laws of the Corporation. The voting rights of any class or series of shares of the Corporation may be limited or denied as provided in the By-Laws of the Corporation to an extent not inconsistent with general law.

[C] **Restrictions:** The Corporation shall have the power to restrict or regulate the sale, transfer, or any other disposition of any of the shares of the Corporation by any of its shareholders, to the extent provided in the By-Laws of the Corporation.

**ARTICLE IV**  
**PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares, including the reissue of treasury shares.

## **ARTICLE V EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved according to law. This Corporation shall be effective as of the date signed.

## **ARTICLE VI INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:

**J. WILLIAMS  
2921 DAVIE BOULEVARD  
FORT LAUDERDALE, FLORIDA 33312**

All Directors of the Corporation shall have the right to vote on all contracts and other transactions of the Corporation regardless of their interests therein and no such contract or other transaction between this Corporation and any one or more of its directors or shareholders or any other corporation, firm, association, or entity in which one or more of its directors or shareholders are directors or are financially interested shall be either void or voidable because of such relationship or interest.

## **ARTICLE VII AMENDMENT OF ARTICLES**

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.

## **ARTICLE VIII INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation are

**CORPORATE MAILING ADDRESS AND PRINCIPAL OFFICE ADDRESS**

**J. WILLIAMS  
2921 DAVIE BOULEVARD  
FORT LAUDERDALE, FLORIDA 33312**

## **ARTICLE IX REGISTERED AGENT AND OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

**INITIAL REGISTERED AGENT AND ADDRESS IS::**

**J. WILLIAMS  
2921 DAVIE BOULEVARD  
FORT LAUDERDALE, FLORIDA 33312  
Name Registered Agent J. WILLIAMS**

**MAILING ADDRESS  
2921 DAVIE BOULEVARD  
FORT LAUDERDALE, FLORIDA 33312  
PRINCIPAL OFFICE ADDRESS  
2921 DAVIE BOULEVARD  
FORT LAUDERDALE, FLORIDA 33312**

## ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all the requirements of law pertaining thereto.

X [Signature]  
Name Registered Agent



IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this date: 5/3/96

X [Signature]  
Name, Incorporator



STATE OF FLORIDA        }  
                                      }        §§  
COUNTY OF BROWARD    }

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared Name of Incorporator/Registered Agent

J. Williams

to me known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and he/she/they duly acknowledged to me that he/she/they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in Fort Lauderdale, Broward County, Florida this date: 5/3/96

X [Signature] MARTIN KNOPP

Notary Public, State of Florida at Large  
#CC 454448

My Commission Expires: JULY 16, 1999  
BONDED THROUGH TROY FAIN INSURANCE

