

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

P. CHESLER SEP 6 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	9/6		
TIME			CK No.
BY			

WALK-IN Will Pick Up 7.00 *W.L.*

RE: 17 Plus Images Corp.

	C.C. FEES	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ ( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.	400001340784	
Fictitious Name File	09/06/96--01016--015	
	****122.50	****122.50
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

## SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION**

**OF**

**17 PLUS IMAGES CORP.**

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

**ARTICLE I - NAME**

The name of the corporation is:

**17 PLUS IMAGES CORP.**

**ARTICLE II - DURATION**

The corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- (a) Pursue its purpose and business in any and all locations, foreign or domestic.
- (b) Acquire, own, hold, develop, deal in and with, maintain, and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- (c) Buy and sell real and personal property of any nature whatsoever.
- (d) Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.

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SEP-6 10:15  
TALLAHASSEE, FLORIDA

- (e) Import and export wares, goods and merchandise of any nature whatsoever.
- (f) Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- (g) Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities, or interests of its own or any other person, firm or corporation.
- (h) Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- (i) Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.
- (j) Enter into, make and perform contracts of every kind and description with any person, firm, association, corporation or body politic conducive to the attainment of any of the objects or purposes of the corporation.
- (k) Enter into any and all types of agreements relating to financing, factoring and guarantees, and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.
- (l) Guarantee performance by any other person and/or entity.

In general, this corporation, may, without restriction, perform any and all acts and functions permitted by law.

#### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares of One (\$1.00) Dollar par value common stock which shall be designated "Common Shares".

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 757 S.E. 17th Street, Suite 751, Ft. Lauderdale, FL 33316, and the name of the initial Registered Agent of this corporation is JACOB SCHLESINGER, 757 S.E. 17th Street, Suite 751, Ft. Lauderdale, FL 33316.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director initially. The number of additional directors may be increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director is:

<u>Name</u>	<u>Address</u>
JACOB SCHLESINGER	757 S.E. 17th Street Suite 751 Ft. Lauderdale, FL 33316

ARTICLE VII - PRINCIPAL BUSINESS ADDRESS AND INCORPORATOR

The principal business address of the corporation and the name of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
JACOB SCHLESINGER	757 S.E. 17th Street Suite 751 Ft. Lauderdale, FL 33316

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

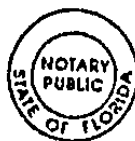
Corporate existence shall be deemed to commence on the date that these Articles are filed with the office of the Secretary of State.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

**JACOB SCHLESINGER**

WITNESS my hand and official seal this 5 day of September,  
1996.



SANDRA C. SMITH  
My Comm Exp. 5/24/97  
Bonded By Service Ins  
No. CC289218  
1411 Kennedy Ave. 11008 L.D.

Sandra L. Smith  
NOTARY PUBLIC

**My Commission Expires:**

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

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

**FIRST:** That, **17 PLUS IMAGES CORP.**, a Florida corporation, with its principal office, as indicated in the Articles of Incorporation, has named **JACOB SCHLESINGER**, located at 757 S.E. 17th Street, Suite 751, Ft. Lauderdale, FL 33316, 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 place designated in this certificate, **JACOB SCHLESINGER** is familiar with the obligations and hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**JACOB SCHLESINGER**  
As Registered Agent