

P96000092239

MARCIA T. GILBERT
3333 U. S. Hwy. 19, Suite 8
Holiday, FL 34691
(813) 848-0670

November 1, 1996

400001997314--1
-11/06/96--01062--020
*****70.00 *****70.00

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Image Promotions, Inc.

Dear Sir(s):

Enclosed for filing with your office, please find proposed Articles of Incorporation for Image Promotions, Inc.

Additionally, I am enclosing my firm check in the amount of \$70 to cover the following itemized expenses:

| | |
|------------------------------|-----------------|
| Filing Fees | \$ 35.00 |
| Registered Agent Designation | \$ <u>35.00</u> |
| TOTAL | \$ 70.00 |

Thank you for your assistance in this matter.

Very truly yours,

Marcia Gilbert
Marcia Gilbert

MG
Enclosure(s)

FILED
96 NOV -6 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 12 1996

B5B

FILED
96 NOV -6 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
IMAGE PROMOTIONS, INC.

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be: Image Promotions, Inc.

ARTICLE II NATURE OF BUSINESS

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

(a) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or any other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structure, now or hereafter erected on any lands owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To engage in retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(c) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to

transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchase of its own shares.

(h) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporation.

(i) To engage in any and all lawful businesses, trades, occupations and professions.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

1,000 Common Stock, Par Value \$1.00

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$1,000.00 Dollars (One Thousand 00/100).

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI REGISTERED OFFICE & REGISTERED AGENT

The initial Registered Office of this corporation is to be:

3333 U. S. Highway 19, Suite 8
Holiday, FL 34691

The initial Registered Agent of the corporation is:

Marcia T. Gilbert

ARTICLE VII DIRECTORS

The corporation shall have the number of directors as shown below in Article VIII, initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE VIII INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Marcia T. Gilbert
6315 Arbor Drive
New Port Richey, FL 34655

ARTICLE IX SUBSCRIBERS

The name and street address of each subscriber of these Articles of Incorporation is as follows:

Marcia T. Gilbert
6315 Arbor Drive
New Port Richey, FL 34655

ARTICLE X EFFECTIVE DATE

These Articles of Incorporation shall be effective as of Time/Date of filing.

ARTICLE XI 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 a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII VOTING RIGHTS

Except as otherwise provided by law, 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.

ARTICLE XIII BY-LAWS

The power to adopt, alter, amend or repeal ByLaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIV INDEMNIFICATION

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

ARTICLE XV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florid General Corporation Act.

ARTICLE XVI BUY/SELL AGREEMENT

The initial shareholders will execute a Buy/Sell Agreement. The terms of the Buy/Sell Agreement are incorporated into and become a part of these Articles of Incorporation. All future shareholders will be subject to said Buy/Sell Agreement.

ARTICLE XVII SHAREHOLDERS' AGREEMENTS

The Shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the Shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the forgoing Articles of Incorporation under the Laws of the State of Florida on the date below written.

Date: 10/31/96

Marcia T. Gilbert
Marcia T. Gilbert

STATE OF FLORIDA)
COUNTY OF PASCO)

I HEREBY CERTIFY that on this day personally appeared before me the above-named person(s), well known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purpose therein expressed. AND PROVIDING FL. DR. LICENSE NUMBER 641655851883 0
AS POSSIBLE IDENTIFICATION.

WITNESS MY HAND AND OFFICIAL SEAL, at New Port Richey, Pasco County, Florida
this 31st day of OCTOBER, 1996.

My commission  DIONNE BLASINO
My Commission OC497328
Expires Sep. 21, 1999

D. Blasino
NOTARY PUBLIC

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Marcia T. Gilbert
MARCIA T. GILBERT
Registered Agent