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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: IMAGINATION ENTERPRISES, INC.  
AUDIT NUMBER.....H97000005669  
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TALLAHASSEE, FLORIDA

B. REGISTER APR 8 1997

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CERTIFICATE OF INCORPORATION  
OF  
IMAGINATION ENTERPRISES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is : IMAGINATION ENTERPRISES, INC.

ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in , have one or more offices in and sell, import, export, buy, hold, tourism, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents , franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate indebtedment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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

PREPARED BY: CARLOS SOLANO  
1235 ALTON RD.  
MIAMI BEACH, FL. 33139  
(305) 674-1681

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### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1000 ( One Thousand ) shares of common stock having a nominal of \$ 10.00 Par/ value.

### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 10,000.00 ( Ten Thousand 0/100 )

### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is 5601 Collins Avenue, Miami Beach, Fl. 33140. The board of directors may from time to time move the principal office to any other office in Florida.

### ARTICLE VII. DIRECTORS

The corporation shall have one 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 (1).

### ARTICLE VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation is:

Juan Ortega

President; Secretary

5601 Collins Avenue, Miami Beach, Fl. 33140

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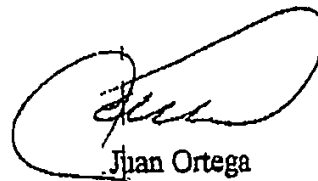
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ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office shall be at 5601 Collins Avenue, Miami Beach, Fl. 33140, and the registered agent being Juan Ortega.

ARTICLE X. AMENDMENT

This Articles of Incorporation may be amended in the manner provided by laws. 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.



Juan Ortega

President & Secretary

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

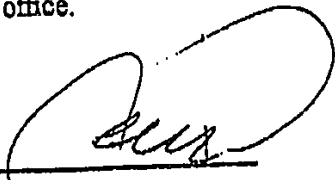
In compliance with Section 607.34 Florida Statutes, the following is  
submitted, in compliance with said act:

FIRST: That, Imagination Enterprises, Inc. desiring to organize or qualify  
under the laws of the State of Florida with its principle office, as indicated in  
the articles of incorporation at city of Miami Beach, county of Dade, and state  
of Florida has hereby named Juan Ortega of 5601 Collins Avenue, Miami  
Beach, Fl. 33140 as its agent to accept services of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated  
corporation, at the place designated in this certificate.

I hereby agree to act in this capacity, and I further agree to comply with the  
provision of said act relative to keeping open said office.

  
\_\_\_\_\_  
Juan Ortega  
Register Agent.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

) SS

COUNTY OF DADE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

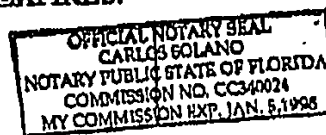
I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Juan Ortega of Imagination Enterprises, Inc. a Florida Corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami Beach, said County and State, on this 13th day of the month of March, 1997.

  
NOTARY PUBLIC SEAL.

COMMISSION EXPIRES:



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