

P97000043751

SAMUEL J. CANTOR, P.A.

ATTORNEY AT LAW

1489 W. PALMETTO PARK ROAD, SUITE 485

BOCA RATON, FLORIDA 33486

(561) 361-9839

TELEFAX (561) 361-9533

SAMUEL J. CANTOR*

*ALSO MEMBER OF PENNSYLVANIA BAR

April 18, 1997

State of Florida
Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: Image Team of Florida, Inc.

300002149103--7
-04/21/97--01105--011
****122.50 ****122.50

Gentlemen:

Enclosed please find the following in connection with the above-captioned filing:

1. An original and a xerox copy of the Articles of Incorporation of Image Team of Florida, Inc.
2. The Firm's check in the amount of \$122.50 in payment for the following:
 - (a) Filing Fee in the amount of \$ 35.00
 - (b) Certified Copy in the amount of 35.00
 - (c) Resident Agent Designation in the amount of 52.50
3. A Certificate Designating Resident Agent.

TOTAL \$122.50

Please file the original in your office and return the certified copy to this office in the self addressed envelope at your earliest convenience.

Very truly yours,

Samuel J. Cantor

SJC:jap
Enclosures

APR 23

BSB

W97-9355

MAY 16

BSB

FILED
TALLAHASSEE, FLORIDA
APR 21 1997
PH 3:27
STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 9, 1997

SAMUEL J. CANTOR, P.A.
1489 W. PALMETTO PARK ROAD
SUITE 485
BOCA RATON, FL 33486

SUBJECT: IMAGE TECH OF FLORIDA, INC.
Ref. Number: W9700009355

We have received your document for IMAGE TECH OF FLORIDA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 297A00020744



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 23, 1997

SAMUEL J. CANTOR, P.A.
1489 W. PALMETTO PARK ROAD
SUITE 485
BOCA RATON, FL 33486

SUBJECT: IMAGE TEAM OF FLORIDA, INC.
Ref. Number: W97000009355

We have received your document for IMAGE TEAM OF FLORIDA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Brenda Baker
Corporate Specialist

Letter Number: 297A00020744

ARTICLES OF INCORPORATION

Image Tree, Inc.

FILED

97 MAY 16 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Samuel J. Cantor, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

Image Tree, Inc.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ONE HUNDRED (100) shares of common stock having a par value of one (\$1.00) dollar per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND

INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered office of this Corporation in the State of Florida shall be:

SAMUEL J. CANTOR
1489 W. PALMETTO PARK ROAD, SUITE 485
BOCA RATON, FLORIDA 33486

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The initial Directors shall be: Patrick Monson, 3342 N.W. 70th Avenue, Margate, FL 33063; Christopher Haire, 200 Circle Drive, Pompano Beach, FL 33062; and Christine Haire, 200 Circle Drive, Pompano Beach, FL 33062.

ARTICLE VII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Samuel J. Cantor, 1489 W. Palmetto Park Road, Suite 485, Boca Raton, Florida 33486.

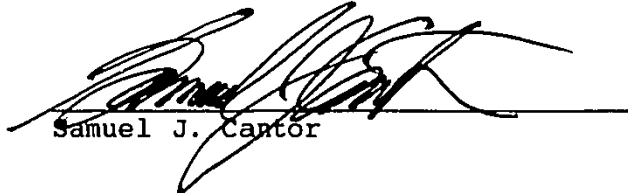
ARTICLE VIII

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 stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of:

Image Tree, Inc. on this 18th day of April, 1997.


Samuel J. Cantor

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 18th day of April, 1997 by Samuel J. Cantor as Incorporator.

Seal


NOTARY PUBLIC AT LARGE, STATE OF FL

MY COMMISSION EXPIRES:



Official Seal
JOANNE A. CAFONE
Notary Public, State of Florida
My Comm. Expires January 29, 1998
No. CC 334067
Printed Through Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING RESIDENT AGENT

AND OFFICE FOR SERVICE OF PROCESS

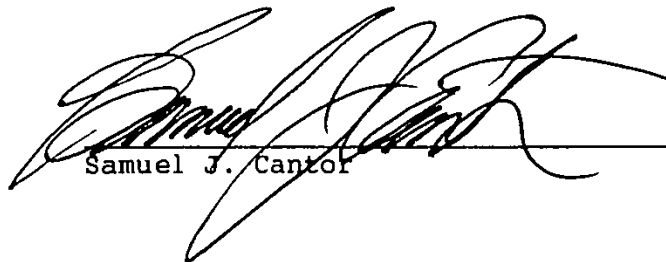
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97 MAY 16 PM 3:27

TALLAHASSEE, FLORIDA

Image Tree, Inc. a corporation existing under the laws of the State of Florida with its principal office at 1489 W. Palmetto Park Road, Suite 485, Boca Raton, Florida, 33486 has named Samuel J. Cantor whose address is 1489 W. Palmetto Park Road, Suite 485, Boca Raton, Florida 33486 as Resident Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all applicable provisions of law.


Samuel J. Cantor