

P97000045016

SPIEGELMAN AND SPIEGELMAN

ATTORNEYS AT LAW

BISCAYNE BUILDING, SUITE 420

19 WEST FLAGLER STREET

MIAMI, FLORIDA 33130

FILED

97 MAY 21 AM 10:17

SECRET
TALLAHASSEE, FLORIDA

TELEPHONE (305) 371-2500

TELEFAX (305) 374-3608

MAX SPIEGELMAN
ROBERT I. SPIEGELMAN

April 29, 1997

SECRETARY OF STATE
Department of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: Imaging Systems Technologies, Inc.

300002163253--1
-05/02/97--01063--004
****122.50 ****122.50

Gentlemen:

Please find enclosed herewith an original and one (1) copy of the Articles of Incorporation and Registered Agent form regarding the above-captioned.

Also enclosed herewith, is check number 2929, in the amount of \$122.50, representing your charter fee in the amount of \$35.00; registered agent fee in the amount of \$35.00; and your fee for a certified copy of the Articles in the amount of \$52.50.

Please send us your acknowledgment and a certified copy of the Articles of Incorporation.

Thank you for your prompt attention to this matter.

Very truly yours,

SPIEGELMAN & SPIEGELMAN

Michelle R. Marino

Mickie R. Marino, Legal Assist. to
MAX SPIEGELMAN

MRM
Enclosures (as noted)

107 10305
PH
5/2/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 5, 1997

MICKIE R. MARINO
19 WEST FLAGLER ST, SUITE 420
MIAMI, FL 33130

RECEIVED MAY 08 1997

SUBJECT: IMAGING SYSTEMS TECHNOLOGIES, INC.
Ref. Number: W97000010305

We have received your document for IMAGING SYSTEMS TECHNOLOGIES, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must state the number of shares of authorized stock.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 697A00023565

SPIEGELMAN AND SPIEGELMAN

ATTORNEYS AT LAW

BISCAYNE BUILDING, SUITE 420
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

MAX SPIEGELMAN
ROBERT I. SPIEGELMAN

TELEPHONE (305) 371-2500
TELEFAX (305) 374-3606

May 19, 1997

Pamela Hall
Document Specialist
FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Imaging Systems Technologies, Inc.
Ref. No: W97000010305

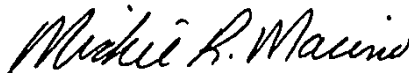
Dear Ms. Hall:

As per your letter of May 5, 1997, please find enclosed herewith an original and one (1) copy of the Articles of Incorporation and Registered Agent form reflecting the requested corrections.

Thank you for your prompt attention to this matter.

Very truly yours,

SPIEGELMAN & SPIEGELMAN



Mickie R. Marino, Legal Assist. to
MAX SPIEGELMAN

MRM
Enclosures (as noted)

**ARTICLES OF INCORPORATION
OF
IMAGING SYSTEMS TECHNOLOGIES, INC.**

FILED
97 MAY 21 AM 10:17
TALLAHASSEE, FLORIDA

The undersigned subscribers, desiring to form a corporation hereby make, sign and subscribe to these Articles of Incorporation, in order to form a corporation under the laws of the State of Florida.

I.

NAME: The name of the corporation is **IMAGING SYSTEMS TECHNOLOGIES, INC.**

II.

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is mail forwarding and phone answering service; to purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, and occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation. Further, in general to do any and all acts that may be necessary, convenient and appurtenant to the above-mentioned objects.

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

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.

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 the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock, to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

To make and enter into all contracts and do everything else necessary, suitable and proper for the accomplishment, furtherance or attainment of any one or all of the aforesaid objects and purposes, either directly or incidental thereto, either alone or in association with other corporations, firms or individuals, either as principal or as agent, and to do every and all acts and things incidental to the benefit and protection of the corporation, whether or not such business is similar to the objects and purposes above enumerated, and more particularly to purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking

evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these articles of specific powers and objects shall not be held to limit, restrict in any manner, the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms, or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors, or otherwise.

III.

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal or par value of ONE AND 00/100 (\$1.00) Dollar per share. That the shares of stock hereby authorized shall be issued and regulated pursuant to and in accordance with the

provisions of 1244 of the Internal Revenue Code of 1954 and that the offer, sale and issue of such shares shall be carried out in such manner that, in the hands of qualified shareholders, such shares will receive the benefits of 1244 of the Internal Revenue Code of 1954.

IV.

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED AND 00/100 (\$500.00) Dollars.

V.

TERM OF EXISTENCE: This corporation is to exist perpetually.

VI.

ADDRESS: The street address of the initial principal office of this corporation is hereby designated to be 600 Brickell Avenue, Suite 504, Miami, Dade County, Florida, 33131.

VII.

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation is 600 Brickell Avenue, Suite 504, Miami, Dade County, Florida 33131; and the name and address of the initial registered agent of this corporation is Chris S. Smith, whose address is 600 Brickell Avenue, Suite 504, Miami, Florida 33131.

The corporation may change its registered office or registered agent pursuant to the provisions of 607.0502, Florida Statutes.

VIII.

CORPORATE MANAGEMENT: The business of the corporation shall be managed by the stockholders of the corporation, rather than by a Board of Directors. That by reason of the election, the stockholders of this corporation shall be deemed Directors of this corporation. Any action of the

stockholders may be taken without a meeting in accordance with the provisions of 607.0704, Florida Statutes. The stockholders of this corporation be, and they are hereby empowered and authorized to exercise corporate powers prescribed and designated to Board of Directors pursuant to 607.111, Florida Statutes, and that in addition to those powers enumerated under 607.0801;607.08101 and 607.0830, Florida Statutes, the stockholders are empowered and authorized to do the following additional acts:

- a) Manage the business of the corporation;
- b) Declare and pay dividends or division of the profits of the corporation;
- c) Designate who shall be officers or directors or both of the corporation;
- d) Impose and establish restrictions on transfer of stock and the terms and conditions thereof;
- (e) Establish and determine voting requirements, including the requirements of unanimous voting of stockholders or directors;
- f) Establish the terms and conditions of employment of stockholders by the corporation;
- g) Provide for arbitration and terms and conditions of arbitration of issues as to which the stockholders are deadlocked in voting power, or as to which the directors are deadlocked and the stockholders are unable to break the deadlock; and

h) To embody the foregoing items a) through g) inclusive, in the By-Laws of the corporation or in a side agreement in writing in accordance with Chapter 607, Florida Statutes.

IX.

DIRECTORS: This corporation shall have a Board of Directors consisting of one (1) Director. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in these Articles of Incorporation or the By-Laws adopted by the stockholders. To the extent any authorization or power is extended to a Director pursuant to Chapter 607, Florida Statutes, said powers shall be exercised by the stockholders of this corporation. The name and address of each individual serving as the initial Board of Directors is:

Chris S. Smith
600 Brickell Avenue
Suite 504
Miami, Florida 33131

X.

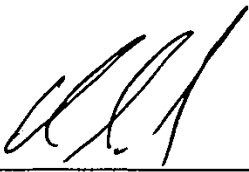
SUBSCRIBERS: The names and post office addresses of the subscribers to these Articles of Incorporation, number of shares of stock said subscriber agrees to take and the value of the consideration therefor is:

<u>Name</u>	<u>No. of Shares</u>	<u>Consideration</u>
Chris S. Smith 600 Brickell Avenue Suite 504 Miami, Florida 33131	500	\$500.00

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.

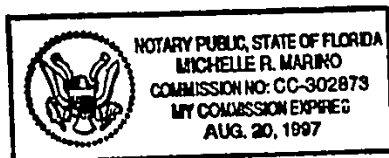
IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 19 day of May, 1997.


_____(SEAL)
CHRIS S. SMITH

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, CHRIS S. SMITH, who [~~xxx~~] is personally known to me or [] has produced his _____, as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, this 19 day of May, 1997.



Michelle R. Marino
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
Printed Name: Michelle R. Marino
My Commission No:
My Commission Expires:

.....

FILED
MAY 21 AM 10:17
TALLAHASSEE, FLORIDA

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


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

First — That IMAGING SYSTEMS TECHNOLOGIES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named CHRIS S. SMITH, located at 600 Brickell Avenue, Suite 504, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____


CHRIS S. SMITH
Registered Agent

P 97000045017

LAW OFFICE
RICHARD GOLDSTONE, P.A.

2301 WEST SAMPLE ROAD
BUILDING 3, SUITE 3-A
POMPANO BEACH, FLORIDA 33073
TELEPHONE: (954) 975-7800 / TELEFAX: (954) 978-6073

May 15, 1997

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Attention: Charter Section

Re: Articles of Incorporation of
BZ'S ART FRENZIE, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation with regard to the above-named Florida corporation, together with a copy thereof to be certified.

Also enclosed is our firm's check number 3021 in the amount of \$122.50 to cover the cost of the filing fee, Registered Agent Designation, and a certified copy of the Articles for said corporation.

Kindly forward the certified copy back to this office.

Thanking you in advance for your attention to this matter, I am

Yours very truly,

Richard Goldstone

RICHARD GOLDSTONE, P.A.

RG/cp
Enclosures: as stated

FILED
STATE
SECRETARY OF
CORPORATIONS
MAY 17 1997

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 13 1967

ARTICLES OF INCORPORATION
OF
BZ'S ART FRENZIE, INC.

ARTICLE I

NAME

The name of the corporation shall be:

BZ' ART FRENZIE, INC.

Its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be: Custom picture framing and art consulting, and all manner of services in connection therewith.

In addition: The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall consist of One Thousand (1,000) Shares of Common Stock having a par value of One Dollar (\$1.00).

The stock of the corporation shall be issued for such consideration as may be determined by its Board of Directors. Shareholders shall have no preemptive rights. Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock, and such agreements may take the form of options, rights of first refusal, buy-sell contracts or any other lawful forms of agreement.


ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The corporation's initial Registered Agent and Registered Office are: Richard Goldstone, P.A.
2301 West Sample Road
Building 3, Suite 3-A
Pompano Beach, FL 33073

Acknowledgment and Consent of Registered Agent:

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


Richard Goldstone,
Registered Agent

ARTICLE V

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the first Board of Directors are:

Bernadette A. Zizzo
615 Bayshore Drive, #1
Fort Lauderdale, FL 33304

Debra L. Burke
615 Bayshore Drive, #1
Fort Lauderdale, FL 33304

The business of the corporation shall be managed by a Board of Directors consisting of two (2) directors. The number of directors may be increased or diminished from time to time in accordance with the By-Laws.

ARTICLE VI

BY-LAWS

The Board of Directors or the shareholders may adopt, amend, alter or repeal By-Laws of the corporation. The By-Laws may contain any provisions for the regulation or management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE VII

INDEMNIFICATION OF OFFICERS,
DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify any Director or Officer, and shall have the power to indemnify any Employee, Agent or other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was or is acting on behalf of, or at the

request of the corporation. Such indemnification may take the form of court costs, attorneys' fees or other expenses incurred by such person involved in such action, suit or proceeding.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted subject to this reservation.

ARTICLE IX

INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

Richard Goldstone, Esquire
2301 West Sample Road
Building 3, Suite 3-A
Pompano Beach, FL 33073

ARTICLE X

PRINCIPAL OFFICE

The principal office of the corporation shall be located at:

615 Bayshore Drive, #1
Fort Lauderdale, Florida 33304

IN WITNESS WHEREOF, I have set my hand and seal this 14 day
of May, 1997,

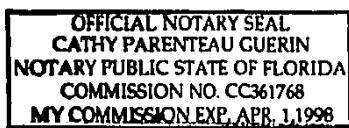

Richard Goldstone, Esquire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA }
 ss.:
COUNTY OF BROWARD }

THE FOREGOING INSTRUMENT was acknowledged before me this
14th day of May, 1997, by Richard Goldstone, Esquire, who is
personally known to me, and who did take an oath and acknowledged
that he is the person who executed the foregoing Articles of
Incorporation.

(SEAL)



Cathy Parenteau Guerin
Signature of Notary Public

Cathy Parenteau Guerin
Printed name of Notary Public