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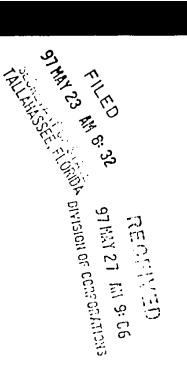


# FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 20, 1997

MYGNON EVANS, ESQUIRE 5600 US HIGHWAY 98 NORTH LAKELAND, FL 33809-3100

SUBJECT: DA LU IMAGES, INC. Ref. Number: W97000011569



We have received your document for DA LU IMAGES, INC. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

IN THE FIFTH ARTICLE YOU LIST DANIEL JOHNSON AS THE REGISTERED AGENT. IN THE REGISTERED AGENTS ACCEPTANCE ON THE LAST PAGE OF YOUR ARTICLES YOU HAVE LOU ANN JOHNSON'S NAME STATING THAT SHE IS FAMILIAR WITH AND ACCEPTS THE DUTIES & RESPONSIBILITIES AS REGISTERED AGENT. UNDERNEATH THAT DANIELDANIEL JOHNSON SIGNED AS REGISTERED AGENT AND INCORPORATOR. PLEASE REPLACE LOU ANN JOHNSON'S NAME WITH DANIEL JOHNSON'S.

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) 487-6919.

Beth Register Corporate Specialist Supervisor

Letter Number: 297A00026697

## ARTICLES OF INCORPORATION

### OF

## DA LU IMAGES, INC.

The undersigned, acting as Incorporators of a Corporation under the Floridation General Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the Corporation is: DA LU IMAGES, INC.

SECOND: The period of duration of the Corporation is perpetual.

THIRD: The purposes for which the Corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares:

Number. The aggregate number of shares that the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. Two Thousand (2,000) shares of the Capital Stock of the Corporation shall be issued for cash at a par value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

<u>Dividends</u>. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No classes of stock. The shares of the Corporation are not to be divided into classes.

No shares in series. The Corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the Corporation is 6920 U.S. Highway 98 North, Lakeland, Florida 33809; and the name of the initial Registered Agent at such address is DANIEL JOHNSON. The Corporation's principal office and mailing address is 6920 U.S. Highway 98 North, Lakeland, Florida 33809.

SIXTH: The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the Corporation.

SEVENTH: The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

DANIEL JOHNSON, 2330 Woods Trail, Lakeland, Florida 33809 LOU ANN JOHNSON, 2330 Woods Trail, Lakeland, Florida 33809 EIGHTH: The name and address of the initial Incorporator are as follows:

DANIEL JOHNSON 2330 Woods Trail, Lakeland, Florida 33809

NINTH: An affirmative vote of a majority of the shares of the Corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a two-thirds vote of the common stock.

ELEVENTH: The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued of money from time to time, in addition to that stock authorized by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder all shares of common stock currently authorized.

TWELFTH: The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said Corporation not less than twenty four (24) hours prior to the time set for the holding of a shareholders meeting for the election of Directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Lakeland, Florida, on the 22nd day of April, 1997, and Daniel Johnson hereby acknowledges that he is familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

ACCEPTANCE OF REGISTERED AGENT AND INCORPORATOR

DANIEL JOHNSON

Registered Agent/Incorporator

STATE OF FLORIDA,
COUNTY OF POLK, to-wit:

The foregoing instrument was acknowledged before me this 22 day of April, 1997 by DANIEL JOHNSON, who are personally known to me and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Lakeland, in said County and State this 22 day of April, 1997.

ANNE-MARIE BARLOW
MY COMMISSION # CC 570563
EXPIRES: July 18, 2000
Bondad Thru Notary Pedilic Underwriters

NOTARY PUBLIC