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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: IMAGE HOLDINGS, INC.

AUDIT NUMBER.....H97000012335

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION  
OF  
IMAGE HOLDINGS, INC.**

The undersigned Incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME.**

The name of this Corporation is:  
IMAGE HOLDINGS, INC.

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**ARTICLE II. NATURE OF BUSINESS AND POWERS.**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of United States and of 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 is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Robert A. Chavez, Esquire  
Teacher Chavez Rubin Forman & Muller, P.A.  
2101 Corporate Boulevard, Suite 216  
Boca Raton, Florida 33431  
Florida Bar No. 283529  
(561) 998-7847

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Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**ARTICLE IV. TERM OF EXISTENCE.**

This Corporation shall have perpetual existence.

**ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.**

The principal office and mailing address of the Corporation are:

1901 North Atlantic Boulevard  
Apartment 8A  
Fort Lauderdale, Florida 33305

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.**

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

M & W Agents, Inc.  
2101 Corporate Boulevard, Suite 216  
Boca Raton, Florida 33431

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

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**ARTICLE X. CONFLICT OF INTEREST.**

**ARTICLE VII. BOARD OF DIRECTORS.**

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

**ARTICLE VIII. INITIAL DIRECTOR.**

The name of the initial Director of this Corporation and his street address are:

Robert A. Chaves, Esq.  
2101 Corporate Boulevard  
Suite 216  
Boca Raton, Florida 33431

The person named as initial Director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX. INCORPORATOR.**

The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

M & W AGENTS, INC.  
2101 Corporate Boulevard, Suite 216  
Boca Raton, Florida 33431

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**ARTICLE X. CONFLICT OF INTEREST.**

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the Officers or Directors of this Corporation are Officers or Directors of the said other corporation, or by reason of the fact that one or more of the Officers or Directors of this Corporation may be the other individual or individuals contracting with this Corporation.

**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 Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 29 day of July, 1997.

M & W AGENTS, INC.

  
Robert A. Chaves, Vice President

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

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Sections:

That Image Holdings, Inc., desiring to organize under the laws of the State of Florida, has named M & W Agents, Inc., located at Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service 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, M & W Agents, Inc. hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 29 day of July, 1997.

M & W AGENTS, INC.

  
Robert A. Chaves, Vice President

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