



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 727947 91344A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : March 4, 1998

ORDER TIME : 10:47 AM

ORDER NO. : 727947-005

CUSTOMER NO: 91344A

CUSTOMER: Richard T. Earle, Iii, Esq
EARLE & EARLE

Suite 1401
111 Second Avenue, Northeast
Saint Petersburg, FL 33701

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 PM 2:03

DOMESTIC FILING

NAME: IMAGE MAKERS INTERNATIONAL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

IMAGE MAKERS INTERNATIONAL, INC.

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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is IMAGE MAKERS INTERNATIONAL, INC.

ARTICLE II

The principal office of the corporation is 1927 - 34th Street N., St. Petersburg, Florida 33713.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The purpose or 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.

ARTICLE V

The corporation is authorized to issue 100 shares of \$5.00 par value common stock which shall be designated "common shares" and 1,000 shares of preferred shares of \$50.00 per share par value which shall be designated "preferred shares."

ARTICLE VI

The preferred stock may be redeemed in whole or in part at any time at the option of the Board of Directors. The stock may be

redeemed by payment in cash of \$50.00 plus any accrued dividends, if any, for each share to be redeemed.

ARTICLE VII

No dividends shall be paid on the common stock of the corporation while any preferred stock is outstanding.

ARTICLE VIII

As long as any preferred shares are issued and outstanding, the corporation shall not, without the affirmative vote or written consent of 2/3 [two-thirds] or more of the outstanding preferred shares:

(1) Alter or amend any of the above rights, privileges, or preferences of the preferred shares;

(2) Increase or decrease the authorized number of preferred shares;

(3) Effect an exchange or reclassification of all or part of the preferred shares into shares of another class;

(4) Effect an exchange or reclassification, or create a right of exchange, of all or part of the shares of another class into preferred;

(5) Change the designation, rights, preferences, or limitations of all or part of the preferred shares;

(6) Change the shares of all or part of the preferred class into a different number of preferred shares;

(7) Create a new class of shares having rights and preferences with respect to distributions or to dissolution that are prior, superior, or substantially equal to the preferred

shares;

(8) Increase the rights, preferences, or number of authorized shares of the preferred class that, after giving effect to the amendment, have rights or preferences with respect to distributions or to dissolution that are prior, superior, or substantially equal to the preferred shares;

(9) Limit or deny the existing preemptive rights of all or part of the preferred shares;

(10) Cancel or otherwise affect rights to distribution or dividends on the preferred shares that have accumulated but have not been declared on all or part of the preferred shares;

(11) Purchase or redeem any common shares;

(12) Sell or otherwise dispose of all or a substantial portion of the assets of the corporation;

(13) Merge or consolidate the corporation with any other corporation, except one wholly owned or controlled by it; or

(14) Lend the credit of the corporation to answer for the debts of any other person, firm, or corporation, except one wholly owned or controlled by the corporation.

ARTICLE IX

The directors of the corporation may declare and pay dividends to any class of shares of the corporation.

ARTICLE X

On dissolution, liquidation, or winding up of the corporation, whether voluntary or involuntary, the holders of preferred stock shall be entitled to receive, out of the assets of the corporation

remaining after debts and liabilities have been paid, but before any payments have been made to the holders of common stock, an amount equal to \$50.00 per share, plus all unpaid accrued dividends. The remaining assets and funds of the corporation shall be distributed and paid over equally to all shareholders pro rata, according to the number of shares held, regardless of class.

ARTICLE XI

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three.

ARTICLE XIII

The street address in Florida of the initial registered office of the corporation is 111 2nd Avenue NE, Suite 1401, St. Petersburg, Florida 33701; and the name of the initial Registered Agent at such address is Richard T. Earle III.

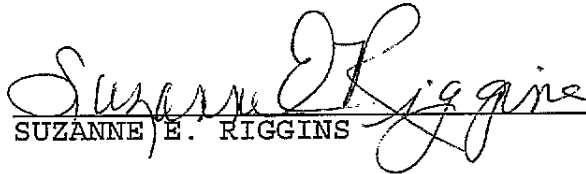
ARTICLE XIV

The name and address of the Incorporator are as follows:

SUZANNE E. RIGGINS
1927 34th - Street N.
St. Petersburg, Florida 33713

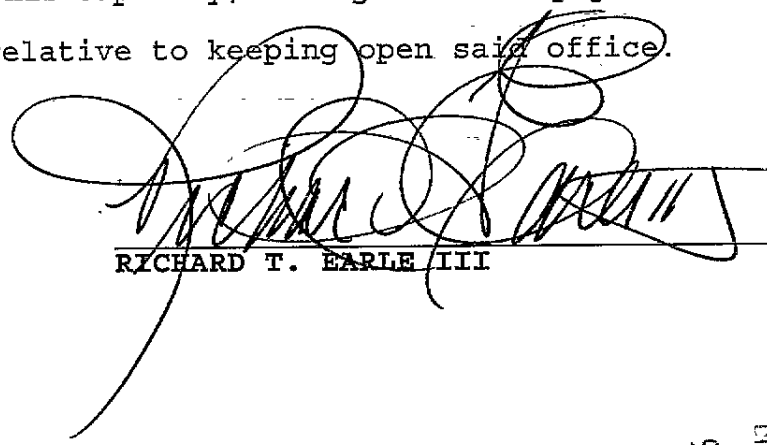
IN WITNESS WHEREOF, the undersigned Incorporator has executed

these Articles of Incorporation this 3 day of March,
1998.


SUZANNE E. RIGGINS

ACCEPTANCE OF REGISTERED AGENT

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


RICHARD T. EARLE III

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