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3/31/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000006223 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

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FAX #: (305)716-0346

NAME: IMAGINE THAT, INC.

AUDIT NUMBER.....H98000006223

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

98 APR -1 PM 1:06

OF

J & G's IMAGINE THAT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is J & G's IMAGINE THAT, INC.

ARTICLE II

The initial principal offices of this corporation shall be 4350 S. W. 59th Avenue, Davie, Florida 33314, with the privilege of having its office, or any branches, located elsewhere in the State of Florida or beyond Florida's boundaries.

ARTICLE III

The capital stock authorized, the par thereof, and the characteristics of such stock shall be as follows:

<u>Numbers of Shares</u>	<u>Par Value/Share</u>	<u>Class</u>
10,000	\$ 1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

Prepared By: Jerry A. Goldstein, C.P.A.
2207 Hollywood Blvd. Hollywood, FL 33020
Phone (954) 922-4288

ARTICLE V

This corporation may and shall engage in lawful activities in the State of Florida.

ARTICLE VI

The corporation shall have at least one Director, with the exact number to be specified by the stockholders from time to time, unless the stockholders elect by majority vote to determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first Director of the Corporation shall hold office for the first year or until a successor is duly elected and qualified.

NAME

TITLE

James Stephens
4440 S. W. 33rd Avenue
Ft. Lauderdale, FL 33312

President / Secretary

Grover Bressert
4755 S. W. 39th Avenue
Ft. Lauderdale, FL 33312

Vice President / Treasurer

ARTICLE VIII

The name and street address of the Incorporator to these articles of incorporation is:

James Stephens
4440 S. W. 33rd Avenue
Ft. Lauderdale, FL 33312

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily

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or otherwise interested in any Contract or transaction of this Corporation, provided that the fact that she/he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this Corporation shall authorize any such contract or transaction with like force and effort.

ARTICLE X

The private property of the stockholders shall NOT be subject to payment of the corporate debtors under any circumstances. The corporation shall have first lien on the shares of the stockholders' shares and upon the dividends due them for any indebtedness of such stockholders to the corporation. All rights to setoff exist in favor of the Corporation.

ARTICLE XI

The corporate shall INDEMNIFY and insure its Officers and Directors to the fullest extent permitted under law either now or hereafter.

ARTICLE XII

No transfer or issuance of stock of this corporation shall be to anyone other than an individual duly allowed by the Board of Directors. No alienation of the shares shall be to anyone but another individual eligible to be a shareholder of such corporation. If the shares become garnished or executed upon by anyone, the other shareholders hold the right to purchase the shares for the sum of \$1.00 plus their bid credit created by the security interest.

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IN WITNESS WHEREOF, the undersigned as the original Subscriber to the Capital Stock hereinbefore named, for the purpose of forming a corporation under Florida law and transacting business within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and agree to take the number of shares hereinabove set forth, and hereunto set my hand and Seal this 31 day of March, 1998.


James Stephens, President

STATE OF FLORIDA

COUNTY OF BROWARD

SS

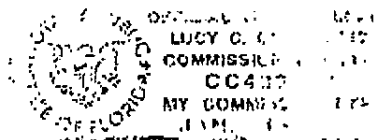
BEFORE ME, the undersigned authority, personally appeared JAMES STEPHENS, to me known to be a person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that she executed the same for the purpose therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the State of Florida, County of Broward this 31 day of March, 1998.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

SEAL:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT WHOM SERVICE MAY BE SERVED

In compliance with the Florida Statutes, the following is
submitted: Designation of Registered Agent and naming same to
accept service of process within the State of Florida for
J & G's IMAGINE THAT, INC.

NAME: JERRY A. GOLDSTEIN
ADDRESS: 2207 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND
COMPLETE PERFORMANCE OF MY DUTIES AND OBLIGATIONS AS UNDER Ch. 607,
Fla. Stat..


JERRY A. GOLDSTEIN

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TALLAHASSEE, FLORIDA

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