

P98000033709

TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

900002471409-- 0
-03/27/98--01113--007
*****78.75 *****78.75

SUBJECT: Image Marketing, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75.

FROM: CHRISTOPHER PALLANTE
8401 9th Street North Ste B370
St. Petersburg, FL 33702
(813) 535-5559

FILED
98 APR 13 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-7017
BR 4-17-98 289,2545, 2551, 2550
198A00016853



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 1, 1998

CHRISTOPHER PALLANTE
8401 9TH ST NORTH
SUITE B370
ST PETERSBURG, FL 33702

SUBJECT: IMAGE MARKETING, INC.
Ref. Number: W98000007017

We have received your document for IMAGE MARKETING, INC. and your check(s) totaling \$78.75. 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 an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 198A00016853

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

IMAGE MARKETING, INC. OF CLEARWATER

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Image Marketing, Inc. of Clearwater
8401 9th Street North Ste B370
St. Petersburg, FL 33702
(813) 535-5559

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Christopher Pallante
8401 9th Street North Ste B370
Pinellas County
St. Petersburg, FL 33702
(813) 535-5559

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Christopher Pallante
7501 Ulmerton Rd Ste 1815
Largo, FL 33771

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.


**ARTICLE VI
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Certification

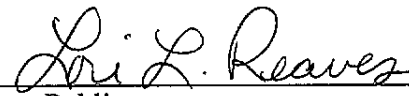
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


Christopher Pallante, Incorporator
8401 9th Street North Ste B370
St. Petersburg, FL 33702

State of Florida, County of Pinellas, ss:

Subscribed and sworn to (or affirmed) before me this 25 day of MARCH, 1998.




Notary Public

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the state of Florida.

The name and address of the registered agent and office is:

Christopher Pallante
8401 9th Street North Ste B370
St. Petersburg, FL 33702

Signature: _____

Title : President

Date : 3-11-98

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature : _____

Date : 3-11-98