

LAW OFFICES
RICHARD T. AVIS
1325 SNELL ISLE BLVD. NE
SUITE 205C
ST. PETERSBURG, FL. 33704
(813) 894-2626 * FAX 821-6363

OF COUNSEL

RICHARD T. AVIS ♦

♦ ALSO ADMITTED IN
N.Y. AND ILLINOIS

REFER TO FILE NO.

TRANSMITTAL LETTER

P98000037080

April 13, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

900002487079--3
-04/13/98--01129--012
*****70.00 *****70.00

SUBJECT: IMG Southeast, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and a check for \$70.00. Please stamp the original of these documents to show the date of incorporation and the filing number and remit to me. We do not require a certified copy at this time.

FROM/ Richard T. Avis, Esq.
RETURN TO: 1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

Thank you for your assistance in this matter.

Sincerely,

Richard T. Avis

RTA/lbj
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 3:17

RP
04-23-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1998

LAW OFFICE RICHARD T. AVIS
1325 SNELL ISLE BLVD. N.E. STE. 205C
ST. PETERSBURG, FL 33704

SUBJECT: I.M.G. SOUTHEAST, INC.
Ref. Number: W98000008409

We have received your document for I.M.G. SOUTHEAST, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 998A00020049

ARTICLES OF INCORPORATION
OF
I.M.G. SOUTHEAST, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

I.M.G Southeast, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2857 Executive Drive, Suite 110
Clearwater, Fl. 33762

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares One Class Common (\$1.00 per share par value)

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ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Richard T. Avis, Esq.
1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Mark. W. Nonnenberg
2857 Executive Drive, Suite 110
Clearwater, Fl. 33762

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of April, 1998.


(Signature)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. *The name of the corporation is:*

I.M.G Southeast, Inc.

2. *The name and address of the registered agent and office is:*

Richard T. Avis, Esq.
1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

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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)

Richard T. Avis