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FLORIDA DIVISION OF CORPORATIONS
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ACCT#: 105256001620

CONTACT: RICHARD OSTER

PHONE: (608)251-6600

FAX #: (608)251-6907

NAME: IMAGINATION TECHNOLOGY SOLUTIONS, INC.

AUDIT NUMBER.....H98000008253

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

CERT OF STATUS .1 PAGES..... 1

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**ARTICLES OF INCORPORATION
OF
Imagination Technology Solutions, Inc.**

98 MAY -1 AM 8: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Imagination Technology Solutions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 520 SE Ft. King St., Suite B-4, Ocala, FL 34471

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000. The par value of each share of stock is \$.01.

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: David E. Barber, 229 NE 19th Ave, Ocala, FL 34470


ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703.

ARTICLE V INITIAL DIRECTORS

The initial directors of the corporation is:
David E. Barber, 520 SE Ft. King St., Suite B-4, Ocala, FL 34471

The undersigned incorporator has executed these Articles of Incorporation this 28th day of April, 1998.

The document was prepared by: 
Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703. 608-251-6600

APR-30-98 03:24PM FROM-BUSINESS SERVICES

T-003 P.03/03 F-586

APR-28-98 11:54AM FROM-BUSINESS SERVICES

T-011 P 01/01 F-450

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

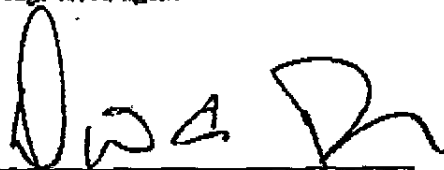
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

The name of the corporation is: Imagination Technology Solutions, Inc.

The name and address of the registered agent and office is: David E Barber, 229 NE 19th
Ave., Ocala, FL 34470

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:


David E. Barber

Date 4/28/98

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TALLAHASSEE, FLORIDA