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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

PHONE: (407)843-4600

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NAME: IMAGEC CORPORATION

AUDIT NUMBER.....H9800008997

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

CERT. OF STATUS..0 PAGES..... 2

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ATTORNEY: 424

CLIENT: 099994

MATTER: 45129

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,
May 13, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA
Direct Dial: 407/418-6462

F. CHESSEY MAY 13 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000008997

ARTICLES OF INCORPORATION
OF
IMAGE CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is IMAGEC, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 215 North Eola Drive, Post Office Box 2809, Orlando, Florida 32802.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Michael V. Elsberry.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Michael V. Elsberry

1521 Harris Circle
Winter Park, Florida 32789-4035

Sally A. Blackmun

1521 Harris Circle
Winter Park, Florida 32789-4035

This document prepared by Michael V. Elsberry, Esq.
Florida Bar No. 191861
215 N. Eola Drive
Orlando, Florida 32801
(407) 843-4600

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Michael V. Elsberry

1521 Harris Circle
Winter Park, Florida 32789-4035

Sally A. Blackmun

1521 Harris Circle
Winter Park, Florida 32789-4035

Robert H. Diday, Jr.

4024 Golf Side Drive
Orlando, Florida 32808

ARTICLE VI - INCORPORATOR

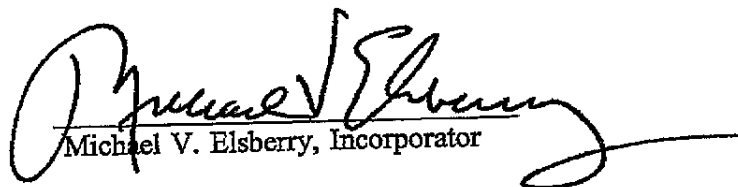
The name and address of the person signing these Articles are as follows:

Michael V. Elsberry

215 North Eola Drive
Orlando, Florida 32801

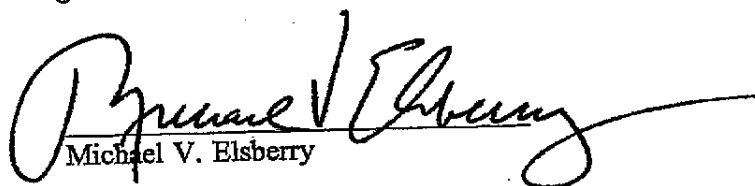
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 12th day of May, 1998.


Michael V. Elsberry, Incorporator

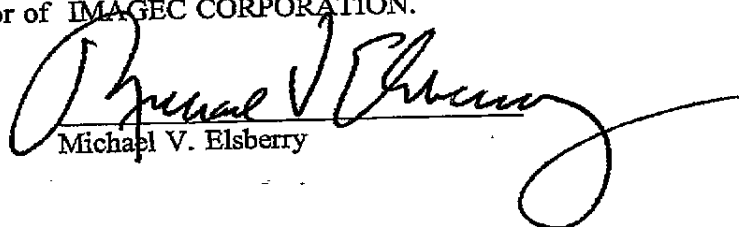
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of IMAGEC CORPORATION.


Michael V. Elsberry

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of IMAGEC CORPORATION.


Michael V. Elsberry