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LAW OFFICES  
**FREEDMAN & McCLOSKY**  
PROFESSIONAL ASSOCIATION  
SUITE 700, BARNETT PLAZA  
ONE EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33301

REED B. McCLOSKY  
RANDY R. FREEDMAN

TELEPHONE (954) 764-3800  
TELECOPIER (954) 764-2840

July 1, 1998

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

800002580798-5  
-07/06/98-01109-012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Imaginique, Inc.

Dear Sir/Madam:

I have enclosed this firm's check no. 9950 in the amount of \$70.00 as filing fee for the above-referenced corporation. I have also enclosed the original and one copy of the executed Articles of Incorporation. Please return to me one file stamped copy in the enclosed, stamped envelope. Thank you.

Very truly yours,

FREEDMAN & McCLOSKY, P.A

*Randy R. Freed*

Randy R. Freedman

RBM/fjm

Enclosures:

FILED  
98 JUL -6 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98-7-798

ARTICLES OF INCORPORATION  
OF  
IMAGINIQUE, INC.

FILED  
98 JUL -6 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of corporations.

ARTICLE I

The name and address of the corporation is:

Imaginique, Inc.  
1653 S.W. 158th Terrace  
Pembroke Pines, FL 33027

ARTICLE II

This corporation shall commence its existence as of the date of the filing of these articles, and its existence shall be perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue one thousand shares of common stock with no par value.

ARTICLE V

The name and address of the initial registered agent and street address of the initial registered office of this corporation

are:

Ann P. McNally  
1653 S.W. 158 Terrace  
Pembroke Pines, FL 33027

#### ARTICLE VI

The number of directors of this corporation shall be not less than one (1). The initial number of directors shall be one (1), and the number of directors may be increased and decreased from time to time by the by-laws of this corporation. The name and address of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
Ann P. McNally	1653 S.W. 158 Terrace Pembroke Pines, FL 33027

#### ARTICLE VII

The initial officers of the corporation shall be:

<u>NAME</u>	<u>Office</u>
Ann P. McNally	1653 S.W. 158 Terrace Pembroke Pines, FL 33027

#### ARTICLE VIII

The name and address of the incorporator is:

Ann P. McNally  
1653 S.W. 158 Terrace  
Pembroke Pines, FL 33027

#### ARTICLE IX

The power to adopt, alter, amend or repeal by-laws will be vested in the board of directors and shareholders.

#### ARTICLE X

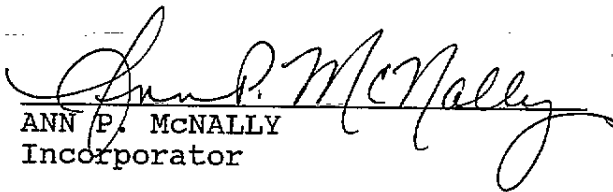
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by

law.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 17 day of June, 1998.

  
ANN P. McNALLY  
Incorporator

STATE OF FLORIDA     )  
                              )     ss:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 17 day of June, 1998 by Ann P. McNally, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF APPOINTMENT

Pursuant to 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts her appointment as registered agent of IMAGINIQUE, INC. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with and accepts the obligations of 607.0505, Florida Statutes.

Date: June 17, 1998

  
ANN P. McNALLY

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FILED  
98 JUL -6 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA