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August 12, 1998

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VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

100002614841--0
-08/13/98--01054--005
****122.50 ****122.50

EFFECTIVE DATE
08-12-98

Re: Imagination Advertising & Marketing, Inc.

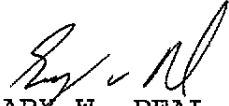
Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees.

Filing fee	\$ 35.00
Certified copy	52.50
Registered agent fee	35.00
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,


GARY W. PEAL

GWP/jel
Enclosures
cc: Mr. Mike Miller

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 AUG 13 PM 1:41

RP
8/20/98

ARTICLES OF INCORPORATION

OF

IMAGINATION ADVERTISING & MARKETING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned subscribers to the articles of incorporation, who are a natural persons competent to contract, hereby form a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of this corporation is IMAGINATION ADVERTISING & MARKETING, INC.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of subscription of these articles, and the corporation shall have perpetual existence thereafter.

EFFECTIVE DATE
08-12-98

ARTICLE III.

Nature of Business

This corporation is organized to engage in any and all lawful businesses.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property

as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issued 10,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid

and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 6817 Whitman Place, Sarasota, Florida 34243, and the name of its initial registered agent at such address is MIKE MILLER.

ARTICLE VII.

Directors

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by a majority of the shareholders, provided that the corporation shall always have at least one director. The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

Name

Address

Mike Miller

6817 Whitman Place
Sarasota, FL 34243

Nick Miller

6817 Whitman Place
Sarasota, FL 34243

Mike Collins

6817 Whitman Place
Sarasota, FL 34243

ARTICLE VIII.

Subscriber

The names and street addresses of the incorporators signing

these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Mike Miller	6817 Whitman Place Sarasota, FL 34243
Nick Miller	6817 Whitman Place Sarasota, FL 34243
Mike Collins	6817 Whitman Place Sarasota, FL 34243

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

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

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

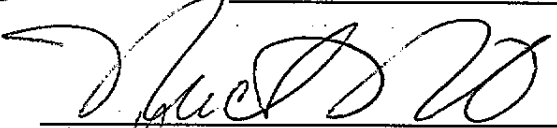
These articles of incorporation may be amended in the manner provided by law.

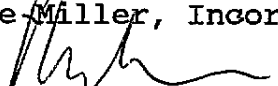
ARTICLE XIV.

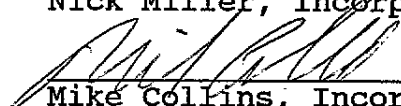
Mailing Address

The initial mailing address for the corporation is 6817 Whitman Place, Sarasota, FL 34243.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation on 8-12, 1998.

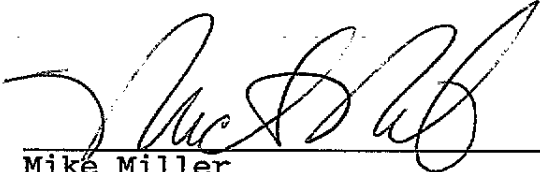

Mike Miller, Incorporator


Nick Miller, Incorporator


Mike Collins, Incorporator

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.



Mike Miller
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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