

P98000085144

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 OCT -5 PM 1:01

Mr. Scott J. Brogan
Fresh Produce
4606 Trails Drive
Sarasota, FL 34232
941-377-8245

September 29, 1998

Ms. Doris Brown
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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RE: I. MAGNET, INC.
Ref. Number: W98000021508
Letter Number: 998A00047518

Dear Ms. Brown:

I am in receipt of the above referenced letter. The changes that you requested have been made and are incorporated in the attached document.

Please review it and if there are further questions, please call 941-377-8245.

Sincerely,



Scott J. Brogan

789,2557/611,2551,2550
W/98-21508

D. BROWN OCT - 5 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 21, 1998

SCOTT BROGAN
FRESH PRODUCE
4606 TRAILS DRIVE
SARASOTA, FL 34232

SUBJECT: I. MAGNET, INC.
Ref. Number: W98000021508

We have received your document for I. MAGNET, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 998A00047518

ARTICLES OF INCORPORATION
OF
I. MAGNET, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida General Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1. Name. The name of the corporation shall be I. MAGNET, INC.

Section 1.2. Principal Office and Place of Business. The principal office of the corporation shall be located at 373 St. Armand's Circle, SARASOTA, FLORIDA, 34236. The corporation may change the location of the foregoing office, transact business at other places within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3. Registered Agent and Office. The Registered Agent for the corporation to accept service of process within the State of Florida shall be Scott Brogan. The street address of the Registered Agent, which shall be the Registered Office, shall be 4606 Trails Drive, SARASOTA, FLORIDA 34232.

ARTICLE II
DURATION AND COMMENCEMENT

Section 2.1. Duration. The corporation shall have perpetual existence, or until dissolved according to law.

Section 2.2. Commencement of Corporate Existence. The corporation's existence shall commence on the date of the filing hereof by the Department of State.

ARTICLE III
PURPOSE AND POWERS

Section 3.1. Purpose. The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of the state of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2. Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida General Corporation Act.

ARTICLE IV
AUTHORIZED SHARES

Section 4.1. Class, Number, Par. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand (1,000) shares at one dollar (\$1.00) par value.

Section 4.2. Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.


ARTICLE V
GENERAL

Section 5.1. Amendment. The Articles of Incorporation may be amended from time to time by resolution of the Board of Directors or by meeting of the shareholders pursuant to the procedures for amendment established under the Florida General Business Corporation Act. The procedural formalities may be dispensed with, however, upon written consent of all shareholders and all directors.

Section 5.2. Organization Meeting of Directors. After the corporate existence begins, an organization meeting of directors named herein shall be held, at the call of a majority, to adopt Bylaws, elect officers, and transact other necessary business. The directors calling the meeting shall give three (3) days written notice of the time and place of the meeting to each director.

Section 5.3. Directors. The number of directors constituting the initial Board of Directors shall be two (2). Said number may be increased or decreased but not below one (1) from time to time in accordance with the Bylaws of the corporation. The name and address of each initial member of the Board of Directors who need not be a resident of the State of Florida and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, or until removal or death are listed below.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.



Scott J. Brogan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Name

Address

Scott J. Brogan

4606 Trails Drive
Sarasota, FL 34232

Robert D. Hall

3824 Glen Oaks Manor Drive
Sarasota, FL 34232

Section 5.4. Incorporators. The name and address of each incorporator executing these Articles of Incorporation are as follows:

Name

Address

Scott J. Brogan

4606 Trails Drive
Sarasota, FL 34232

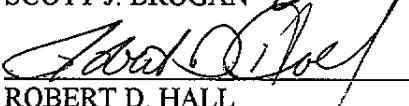
Robert D. Hall

3824 Glen Oaks Manor Drive
Sarasota, FL 34232

IN WITNESS WHEREOF, the undersigned executed this instrument this 14
day of September, 1998.

INCORPORATORS:


SCOTT J. BROGAN


ROBERT D. HALL

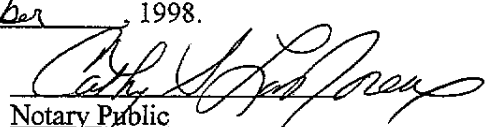
STATE OF FLORIDA)

SS

COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared SCOTT J. BROGAN and ROBERT D. HALL who are well known to be the persons described in and who executed the above instrument, and who did freely and voluntarily acknowledge before me according to law the execution of the same for uses and purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 14 day of September, 1998.
Evidence of Identity: Personal Knowledge
or type of I.D. FL DL
and did/did not take an oath.


Notary Public

My commission expires: _____

