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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

700002745747--5
-01/19/99--01048--012
*****122.50 *****78.75

Subject: Proposed corporate name with included suffix

Enclosed is an original and one (1) copy of the articles of incorporation and check for:

Filing Fee	\$ 35.00
RA Fee	35.00
Cert. Copy	<u>52.50</u>
Total	\$122.50

Please return the photocopy to me with the filing date stamped on it.

FROM:

Ramona Resler
NAME

123 W. Sligh Ave
ADDRESS

Tampa, FL, 33604
CITY, STATE, ZIP

813-237-1105
DAYTIME TELEPHONE NUMBER

FILED
99 JAN 19 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/22/99
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ARTICLES OF INCORPORATION
OF
HIPCAT IMAGES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation
under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HIPCAT IMAGES, INC.

The address of the principal office of this corporation shall
be 123 West Sligh Avenue, Tampa, FL 33604 and
the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation shall engage in the practice of freelance
artistry.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this
corporation is authorized to have outstanding at any one time
is 200 shares of common stock having \$1.00 par value per
share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 9416 Pebble Glen Ave., Tampa, Florida 33647, and the name of the initial registered agent of the corporation at that address is Nancy J. Bastian, C.P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director initially. The name and address of the Board of Directors

are: Ramona Lee Resler
123 West Sligh Avenue
Tampa, FL 33604

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Nancy J. Bastian, C.P.A.
9416 Pebble Glen Ave.
Tampa, FL 33647

The undersigned incorporator has executed these Articles

of Incorporation on January 4, 1998.

Nancy J. Bastian, CPA
Nancy J. Bastian, C.P.A., Its Incorporator

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF
INCORPORATION**

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 am familiar with and accept the obligations of my position as registered agent.

Nancy J. Bastian, C.P.A.

Nancy J. Bastian, CPA
Registered Agent

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TALLAHASSEE, FLORIDA