P99000048142

May 22, 1999

Matthew J. Waters 8340 Chason Road East Jacksonville, Fl. 32244

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: E IMAGE, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$78.75 in payment of the associated fees and taxes.

Please file the enclosed Articles-of Incorporation and return a certified copy to me at the above address. If you have any questions, my telephone number is (904) 778-0240.

Sincerely,

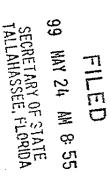
Matthew J. Waters.

ARTICLES OF INCORPORATION OF E IMAGE, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is:

E IMAGE, INC.



ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to-engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

MATTHEW J. WATERS 8340 CHASON ROAD EAST JACKSONVILLE, FL. 32244

The Board of Directors from time to time may move, the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation will have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this corporation and his address is:

MATTHEW J. WATERS 8340 CHASON ROAD EAST JACKSONVILLE, FL. 32244

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

MATHEW J. WATERS 8340 CHASON ROAD EAST JACKSONVILLE, FL. 32244

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator has exe	cuted the foregoing Articles of
Incorporation on May 22, 1999.	
- when forester M	
MATTHEW J. WATERS	
STATE OF FLORIDA COUNTY OF CLAY	÷
	ard
The foregoing instrument was acknowledged before me this 22	day of <i>MAY</i> , 1999,
by Matthew J. Waters.	7 ,
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	Notary Public - State of Florida
•	•
IRVIN L. OLDED	grander in the control of the contro
Commissioned	Name of Notary Public
Personally Known OR Produced Identification	- * · · · · · · · · · · · · · · · · · ·
Type of Identification Produced	The same of the sa
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THIS INSTRUMENT PREPARED BY:	A IRVIN L. OLDEN

EXPIRES: 09/24/2002

1-800-3-NOTARY FIR NOWY SERVICES & Bending Co.

LEE OLDEN, SCRIBENER

9 Fox Valley Dr.

Oranga Park Fl. 32073

Orange Park, Fl. 32073 904-272-8287 In compliance with Section 48.091, Florida Statutes; the following is submitted:

That E IMAGE, INC., desiring to organize under the laws of the State of Florida, with its principal office at 8340 Chason Road East, Jacksonville, Florida 32244, County of Duval, has named MATTHEW J. WATERS, located at the same address, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

MATTHEW J. WATERS, Registered Agent

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SECRETARY OF STATE
TAIL AHASSEF FLORIDA