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Counselor-at-Law

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FLORIDA BAR BOARD CERTIFIED

IN MARITAL AND FAMILY LAW

June 25, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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*****78.75 *****78.75

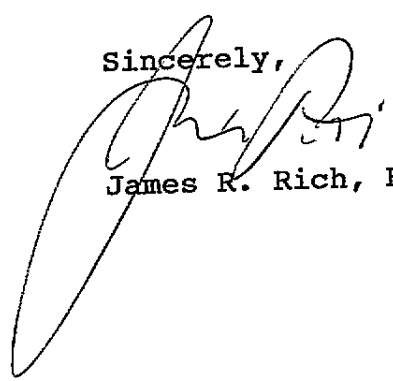
Re: Imagine Image, Inc.

Dear Sir or Madame,

Enclosed please find my client's Articles of Incorporation, Acceptance of Designation as Registered Agent, and my company check in the amount of \$78.75.

Would you please file the Articles of Incorporation and send me proof that they were filed. Thank you for your prompt attention to this matter.

Sincerely,


James R. Rich, Esq.

JRR/rl

cc: Mr. Brian C. Lodes

FILED
99 JUN 29 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROOK JUL 1 1999

ARTICLES OF INCORPORATION
OF
IMAGINE IMAGE, INC.
A Florida Corporation for Profit

FILED
99 JUN 29 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I

The name of the corporation shall be IMAGINE IMAGE, INC.

II

The principal office and mailing address of the corporation shall be 1914 Stratford Way, West Palm Beach, FL 33409.

III

The corporation shall be authorized to issue one hundred shares of common stock, which shall have no par value.

IV

The corporation's initial registered office shall be at 1914 Stratford Way, West Palm Beach, FL 33409, and its initial registered agent shall be BRIAN C. LODES.

V

The name and address of the incorporator is as follows: BRIAN C. LODES, 1914 Stratford Way, West Palm Beach, FL 33409.

VI

The name and address of the individual who is to serve as the initial director is: BRIAN C. LODES, 1914 Stratford Way, West Palm Beach, FL 33409.

VII

The purpose of the corporation shall be all lawful purposes for which corporations may be organized and operated in the state of Florida.

Personally appeared before me the undersigned authority BRIAN C. LODES who being duly sworn and who is personally known to me, acknowledged that he signed the foregoing Articles of Incorporation as an incorporator and that their contents are true.


BRIAN C. LODES

DATE: 6/25/99



NOTARY PUBLIC

DATE: 6-25-99

My Commission Expires:

STATE OF FLORIDA

COUNTY OF PALM BEACH

 James R Rich
My Commission CC809058
Expires February 15, 2003

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts his designation as the registered agent of IMAGINE IMAGE, INC., and shall fully and faithfully comply with all laws of the state of Florida regarding duties as registered agent.

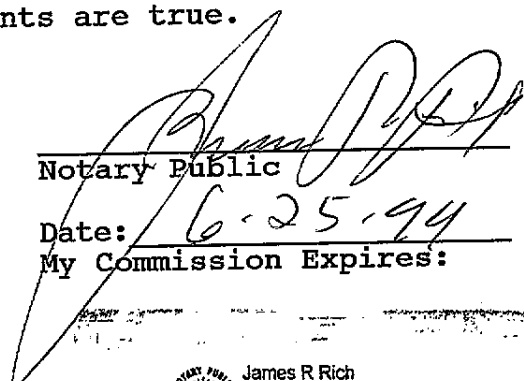

BRIAN C. LODES

Date: 6/25/99

STATE OF FLORIDA


COUNTY OF PALM BEACH

Personally appeared before me the undersigned authority BRIAN C. LODES, who being duly sworn, and who is personally known to me, acknowledged that he signed the foregoing acceptance of designation as registered agent and that its contents are true.


Notary Public

Date: 6-25-99

My Commission Expires:

 James R Rich
My Commission CC809058
Expires February 15, 2003

99 JUN 29 PM 1:52
TALLAHASSEE FLORIDA
SECRETARY OF STATE