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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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99 JUL -7 PM 4:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**IMAGING GRAFIX, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION OF
Imaging Grafix, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
Imaging Grafix, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation will engage in Counseling Services permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By: David Hernandez
210 University Dr. #502
Coral Springs, FL 33071
954-346-7288

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Agent. The street address of the initial registered office of this corporation is: 12305 Paseo Way, Cooper City, FL, 33026 and the name of the initial registered agent of this corporation at that address is Avner Shammay.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Avner Shammay
12305 Paseo Way
Cooper City, Florida 33026

ARTICLE IX. Officers. The initial officers of the corporation will be: Avner Shammay, President, Treasurer, and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Avner Shammay
12305 Paseo Way
Cooper City, Florida 33026

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.


ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 12305 Paseo Way, Cooper City, Florida 33026.

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executed these Articles of Incorporation this 7th day of
July 1999

 (SEAL)

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally
appeared, Avner Shammay, to be and known by me to be
the person who executed the foregoing Articles of
Incorporation and he acknowledged before me that he executed
the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 7th day of
July 1999.

NOTARY PUBLIC

My Commission Expires: _____

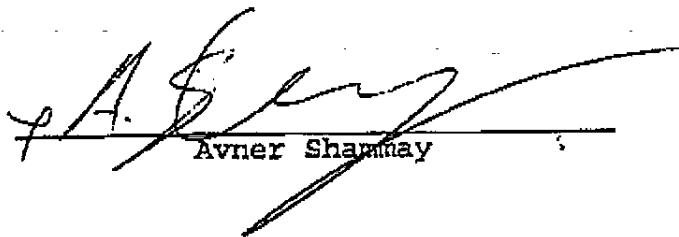
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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State of Florida Division of Corporations
Department of State Tallahassee, FL 32304

I, Avner Shammay, hereby consent to serve as registered
agent for the Corporation, Imaging Grafix, Inc. this 7th
day of July, 1999.


Avner Shammay

Address of registered agent:

12305 Paseo Way
Cooper City, Florida 33026

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