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RAHDERT, ANDERSON, MCGOWAN & STEELE, P.A.

ATTORNEYS AT LAW

THE ALEXANDER BUILDING

535 CENTRAL AVENUE

ST. PETERSBURG, FLORIDA 33701

GEORGE K. RAHDERT
PATRICIA FIELDS ANDERSON
THOMAS H. MCGOWAN
ALISON M. STEELE
PENELOPE T. BRYAN
KIM HERNANDEZ VANCE

TELEPHONE
(727) 823-4191
FACSIMILE
(727) 823-6189

November 10, 1999

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

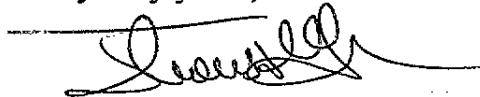
RE: IMAGE ONE DIRECT, INC.

Gentlemen:

Enclosed is the original copy of the Articles of Incorporation for Image One Direct, Inc., please file accordingly. Also enclosed is check number 89 in the amount of \$78.25 from our client, James Mantelli, which represents the filing fee.

Please forward to our attention proof of filing as soon as possible. If you have any questions or concerns, please call our office 727-823-4191. Thank you in advance for your assistance.

Very truly yours,



Thomas H. McGowan

sn

Enclosures

FILED
1999 NOV 12 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell NOV 15 1999

ARTICLES OF INCORPORATION

OF

IMAGE ONE DIRECT, INC.

FILED
1999 NOV 12 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be IMAGE ONE DIRECT, INC.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights, and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL PLACE OF CORPORATION

The principal office of the Corporation shall be 216 S. Edison Ave. Tampa, Florida, 33606.

ARTICLE V - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be 216 S. Edison Ave. , Tampa, Florida, 33606.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 216 S. Edison Ave. , Tampa, Florida, 33606.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be James D. Mantelli.

ARTICLE VII - CAPITAL STOCK

The authorized capital stock of the Corporation shall be ONE THOUSAND (1,000) shares of common stock having a \$.50 par value.

ARTICLE VIII - PREEMPTIVE RIGHTS GRANTED

The Corporation elects to have preemptive rights with respect to any shares issued by the Corporation.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address is as follows:

<u>Name</u>	<u>Address</u>
James D. Mantelli	216 S. Edison Ave. Tampa, Florida, 33606

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE X - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that the Bylaws be altered, amended or repealed only by the shareholders.

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
JAMES D. MANTELLI	216 S. Edison Ave. Tampa, Fl. 33606

ARTICLE XII - ELECTIONS REGARDING
CERTAIN PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to the Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair market value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this ____

27 day of October 1999.


JAMES D. MANTELLI - Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

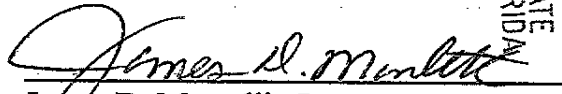
Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **IMAGE ONE DIRECT**
2. The name and address of the registered agent and office is:

James D. Mantelli
216 S. Edison Ave.
Tampa, Fl. 33606

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

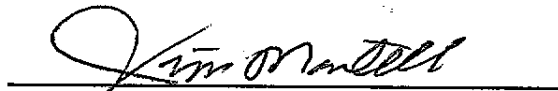
SIGNATURE:


James D. Mantelli, Incorporator

Date: 10-22-99

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


JIM MANTELLI
Date: 10-22-99