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TRANSMITTAL LETTER

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****122.50 *****78.75

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

SUBJECT: Impressions International, Inc.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 122.50.

FROM:

Doreen C. Anderson
Name (printed or typed)

265 Torpoint Gate
Address

Longwood, Fl. 32779
City, State, & Zip

407-774-1408
Telephone Number

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 JAN -4 AM 11:56

FILED

Note: Please provide the original and one copy of the articles.

JAN 5 1999
[Signature]

ARTICLES OF INCORPORATION
OF
IMPRESSIONS INTERNATIONAL, INCORPORATED
A Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I

The name of the corporation is: IMPRESSIONS INTERNATIONAL, INCORPORATED.

ARTICLE II

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

ARTICLE III

This Corporation may engage in any activities of business permitted under the Laws of the United States and of this State.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock at One Dollar (\$1.00) par value. All or any part of said stock of this Corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and non assessable.

ARTICLE V

The initial street address of the principal office of this Corporation in the State of Florida is : 265 Torpoint Gate, Longwood, Florida, 32779. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida and within and without the United States of America as may be designated from time to time by the Directors of the Corporation.

ARTICLE VI

This Corporation shall not have less than one (1) Director initially; the number of Directors may be increased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII

The names and address of the members of the first Board of Directors are:

Doreen C. Anderson
265 Torpoint Gate
Longwood, Fl.,32779

Richard W. Cohen
265 Torpoint Gate
Longwood, Fl.,32779

ARTICLE VIII

Pursuant to Chapter 48.091, Florida Statutes, Doreen C. Anderson, 265 Torpoint Gate, Longwood, Florida, 32779, is hereby named as agent of this Corporation to accept service of process within the State of Florida. That the said Doreen C. Anderson, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office located at the above address.

ARTICLE IX

No stock in the corporation shall be pledged, hypothecated, sold, made a gift of, or otherwise transferred or disposed of to a person who is not already a

stockholder unless the stock shall have been first offered by a writing for sale or other disposition to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price, terms, and the party or parties to whom such disposition is to be made. Said writing shall be sent by certified mail to each stockholder at the address listed on the corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of thirty (30) days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the By-Laws of the Corporation or by separate written agreement signed by all stockholders.

ARTICLE X

In the case of the death of any stockholder, the Corporation shall have the right to purchase the stock from the legal representative of the deceased for its book value as of the date of death of the deceased stockholder. If the corporation does not, or cannot, purchase such stock, the Board of Directors shall have the right to empower such of its existing stockholders as it sees fit to make such purchase from such legal representative at the same price. Should the option provided for in the Article not be exercised, then, after the lapse of ninety (90) days, the legal representative may dispose of said stock as he or she sees fit.

ARTICLE XI

The 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 a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 30th day of December, 1998.

31st

Dee J. Potter

Doreen C. Anderson



Terri L. Potter
My Commission CC600897
Expires November 11 2000

Doreen C. Anderson
SUBSCRIBER

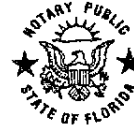
STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County aforesaid, personally appeared DOREEN C. ANDERSON, as Subscriber of Impressions International, Incorporated, known to me and known by me to be the person described in and who executed the foregoing instrument and she acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this ^{31st}~~30th~~ day of December, 1998.



Notary Public
Commission #:
My Commission Expires:

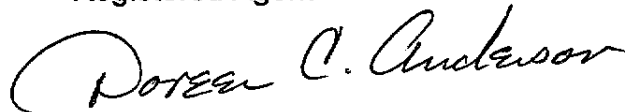


Terr L. Potter
My Commission CC600897
Expires November 11 2000

ACCEPTANCE BY REGISTERED AGENT

I, DOREEN C. ANDERSON, agrees to accept the designation of Registered Agent for Impressions International, Incorporated, and as such Registered Agent to comply with all requirements, including acceptance of service of process, pursuant to Chapter 607, Florida Statutes, which apply to my Capacity as a Registered Agent.

DOREEN C, ANDERSON
Registered Agent



SECRETARY OF STATE
TALLAHASSEE FLORIDA

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