

TRANSMITTAL LETTER

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

999000014899

SUBJECT: 3-D Inspection Systems, Inc.
(Proposed corporate name - must include suffix)

000002774920--9
-02/15/99--01034--017
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Linda R. Robison
Name (Printed or typed)
6450 Pine Avenue
Address
Sanibel FL 33957
City, State & Zip
941-472-8199
Daytime Telephone number

FILED
99 FEB 15 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHESCOR FEB 16 1999

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

ARTICLES OF INCORPORATION
OF
3-D Inspection Systems, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator for the purpose of forming a corporation under the Florida Business Corporation Act and hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation (hereinafter called the "Corporation") is 3-D Inspection Systems, Inc.

SECOND: The principal place of business and mailing address of the Corporation shall be:

3-D Inspection Systems, Inc.
1705 Colonial Blvd.
Suite A-4
Fort Myers, Florida 33907

THIRD: The name and Florida street address of the initial registered agent of the Corporation are:

Linda R. Robison
6450 Pine Avenue
Sanibel, Florida 33957

FOURTH: The aggregate number of shares of stock which this Corporation is authorized to have outstanding at any one time is as follows:

10,000 shares, \$.01 par value common

FIFTH: The name and address of the incorporator to these Articles of Incorporation are:

Linda R. Robison
6450 Pine Avenue
Sanibel, Florida 33957

SIXTH: The Corporation has as its purpose the engaging in all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

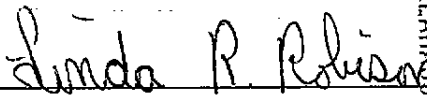
SEVENTH: 1. The personal liability of the Directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented.

2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

3. No shareholder shall have the right to cumulate his votes in any election of directors.

4. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting upon the written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting.


Signed on February 12, 1999


Linda R. Robison
Incorporator

99 FEB 15 AM 10:5
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.


Resident Agent

Date: February 12, 1999