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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Withinsight Inc.

☐ Walk In

☐ Pick Up Time

☐ Certified Copy

☐ Mail Out

☐ Certificate of Status

☐ Will Wait

☐ Certificate of Good Standing

☐ Photocopy

RUSH

☐ ARTICLES ONLY

☐ ALL CHARTER DOCUMENTS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 19 PM 1:56 RECEIVED
00 JAN 19 AM 11:48

Ordered By:

1/19/00

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE
OF FLORIDA.*

FILED
STATE
DEPARTMENT OF
CORPORATIONS
JAN 19 1999
PH 1:39

1. The name of the corporation (hereinafter called the "company") is
Withinsight, Inc.
2. The Federal Identification Number of the company is 51-0394894
3. The company was incorporated under the laws of the State of Delaware on
December 2, 1999
4. The duration of the company is perpetual.
5. The date business was/will be first transacted in Florida is upon qualification
6. The current mailing address of the company is 69 Delaware Avenue, Suite
800, Buffalo, New York 14202
7. The purpose of the company, as authorized in it's home state, and to be carried out in the State of
Florida is software development and sale of imaging systems
8. The name and street address of the company's Registered Agent in the State of Florida is:
Alan J. Testani
2851 Banyan Blvd. Circle
Boca Raton, FL 33431

9. Registered Agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered Agent's Signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which this company is incorporated.
11. The names and street addresses of the officers and directors of the company are as follows:

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Doron Dekel
Address: 30 Purdon Drive, Toronto, Ontario, Canada M3H 4X1

Vice Chairman: _____
Address: _____

Director: Alan Testani
Address: 2851 Banyan Blvd. Circle, Boca Raton, FL 33431

Director: Michael Greenberg
Address: 6509 Airport Road, Mississauga, Ontario, Canada L4V 1S7

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DIVISION OF CORPORATIONS
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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

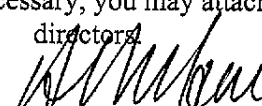
President: Doron Dekel
Address: 30 Purdon Drive, Toronto, Ontario, Canada M3H 4x1

Vice President: Alan J. Testani
Address: 2851 Banyan Blvd. Circle, Boca Raton, FL 33431

Secretary: Alan J. Testani
Address: " " " "

Treasurer: Alan J. Testani
Address: " " " "

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or

12. ^{directors}

(Signature of Chairman, Vice Chairman, or any officer listed in #11 of the application)
13. Alan J. Testani, Authorized Signing Officer
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WITHINSIGHT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WITHINSIGHT, INC." WAS INCORPORATED ON THE SECOND DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 19 PM 1:56



Edward J. Freel

Edward J. Freel, Secretary of State

3134706 8300

AUTHENTICATION: 0204796

001026848 DATE: 01-18-00