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(City/State/Zip/Phone #)

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FILED
03 APR -9 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 18, 2003

RICHARD F. KENNEDY
IMAGE PROCESSING TECHNOLOGIES, INC.
140-A LURTON STREET
PENSACOLA, FL 32505

SUBJECT: IMAGE PROCESSING TECHNOLOGIES, INC.
Ref. Number: W03000007692

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03 APR -9 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for IMAGE PROCESSING TECHNOLOGIES, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Please note that we have ALSO RETAINED your \$87.50 payment.

We cannot accept a CERTIFIED COPY OF ARTICLES OF INCORPORATION.

The certificate you must obtain from the Secretary of State of Delaware is called a GOOD STANDING CERTIFICATE or a STANDING CERTIFICATE.

An example of this certificate is enclosed.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 703A00016650

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Image Processing Technologies, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Richard F. Kennedy
(Name of Person)

Image Processing Technologies, Inc.
(Firm/Company)

140 A Hurton St.
(Address)

Pensacola, FL 32505
(City/State and Zip code)

For further information concerning this matter, please call:

Richard F. Kennedy at (772) 234 6280
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

\$87.50 Filing Fee,
Certificate of Status &
Certified Copy

FILED
03 APR - 98 PM 12:24
STATE OF FLORIDA
TALLAHASSEE

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.

1. Image Processing Technologies, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 54-1460918
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4-28-88 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 140 A LURTON STREET, Pensacola, FL 32505
(Principal office address)
1555 King Street, Suite 500, Alexandria, VA 22314
(Current mailing address)
8. Manufacture and design of image processing solutions
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Richard F. Kennedy
Office Address: 140 A Lurton St.
Pensacola, Florida 32505
(City) (Zip code)

10. 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.

Richard F. Kennedy
(Registered agent's signature)

11. 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 law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: DONALD R. DePriest

Address: 1555 King St., Suite 500
Alexandria, VA 22314

Vice Chairman: _____

Address: _____

Director: RICHARD F. Seney

Address: 1555 King St., Suite 500
Alexandria, VA 22314

Director: RICHARD F. KENNEDY

Address: 140A Lurton St.
Pensacola, FL 32505

B. OFFICERS

President: RICHARD F. KENNEDY

Address: 140A Lurton St.
Pensacola, FL 32505

Vice President: _____

Address: _____

Secretary: RICHARD F. KENNEDY

Address: 140A Lurton St., Pensacola, FL 32505

Treasurer: LYNN GUMOWSKI

Address: 1555 King St., Suite 500, Alexandria, VA 22314

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

13. Richard F. Kennedy
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RICHARD F. KENNEDY - PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
APR - 9 PM 12: 24
STATE
TALLAHASSEE, FLORIDA

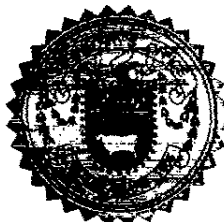
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMAGE PROCESSING TECHNOLOGIES, 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 FIRST DAY OF APRIL, A.D. 2003.

FILED
03 APR - 9 PM 12:24
STATE OF DELAWARE
DELAWARE SECRETARY OF STATE



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2341996

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DATE: 04-01-03