

MICRO
VISION

THE VISION IN MEDICAL IMAGING

796000002456

May 15, 1997

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

800002182638--5

-05/19/97--01052--001

*****85.00 *****85.00

400002221764--6

-06/24/97--01086--007

*****2.50 *****2.50

Re: MicroVision Medical Systems, Inc.

Attached you will find an application to correct the name of the above-referenced corporation, and a check in the amount of \$85.00 to cover the fees for such an amendment.

I have also enclosed an original certificate from the State of Delaware evidencing such amendment.

Please send an amended Certificate to Transact Business to my attention at:

Kathleen Lees
Corporate Records
ChromaVision Medical Systems, Inc.
10305 102nd Terrace
Sebastian, FL 32958
(561) 589-7331 ext. 239
(561) 589-2049 fax

Yours very truly,

Kathy

Kathleen Lees
Corporate Records Administrator

Encls.

APPROVED
FILED
57 JUN 23 PM 1997
SECTION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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5 Pgs
6-23-97
MC Copy



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1997

KATHLEEN LEES
10305 102ND TERRACE
SEBASTIAN, FL 32958

SUBJECT: MICROVISION MEDICAL SYSTEMS, INC.
Ref. Number: F96000002456

We have received your document for MICROVISION MEDICAL SYSTEMS, INC. and your check(s) totaling \$85.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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 (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 897A00028059

PROFIT CORPORATION

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

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

(1-3 MUST BE COMPLETED)

1. MicroVision Medical Systems, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Delaware
Incorporated under laws of

3. May 16, 1996
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 23, 1997


5. ChromaVision Medical Systems, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

 Signature

John S. Scott
Typed or printed name

May 12, 1997	Date
Chairman of the Board	Title

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MICROVISION MEDICAL SYSTEMS, INC.", CHANGING ITS NAME FROM "MICROVISION MEDICAL SYSTEMS, INC." TO "CHROMAVISION MEDICAL SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.

2609468 8100
971171523





Edward J. Freel, Secretary of State

AUTHENTICATION. 8492764
06-03-97

DATE:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/23/1997
971131573 - 2609468

**CERTIFICATE OF AMENDMENT
to the
CERTIFICATE OF INCORPORATION
of
MICROVISION MEDICAL SYSTEMS, INC.**

MicroVision Medical Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

FIRST: That at a meeting of the board of directors held on December 12, 1996, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable and calling for consideration of said proposed amendment by the stockholders of the Company. The resolution setting forth the amendment is as follows:

RESOLVED, that the first sentence of Article 1 of the Certificate of Incorporation be amended to read as follows:

1. The name of the corporation is ChromaVision Medical Systems, Inc.

SECOND: That thereafter, pursuant to the resolution of the board of directors, the proposed amendment was approved by the stockholders of the Company by written consent dated April 23, 1997.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed by Douglas S. Harrington, its Chief Executive Officer on this 23rd day of April, 1997.

MICROVISION MEDICAL SYSTEMS, INC.

By: /s/ Douglas S. Harrington
Douglas S. Harrington, Chief Executive Officer

F9600002542



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 23, 1997

FOOD CONCEPTS OF NEVADA, INC.
6601 LYONS RD., #C-12
COCONUT CREEK, FL 33073

SUBJECT: FOOD CONCEPTS OF NEVADA, INC.
Ref. Number: F9600002542

Debit Memo #: 74152-H

This is to inform you that check #1399 in the amount of \$165.00 submitted with the annual report for FOOD CONCEPTS OF NEVADA, INC. has been returned by your bank because of REFER TO MAKER.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 23, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 997A00033220