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FAX (941)334-6258
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January 6, 1998

New Filings Section
Department of State
Division of Corporations
Attention: Foreign and Nonprofit Section
409 East Gaines Street
Tallahassee, FL 32301

400002395174--8
-01/03/98--01037--005
****122.50 ****122.50

Re: Innovations in Imaging, L.C.

400002395174--8
-02/02/98--01010--021
****162.50 ****162.50

Gentlemen:

Please find enclosed the original executed Articles of Organization for the above referenced for profit corporation for filing along with the Certificate Designating the Registered Agent and Place of Business for Service of Process.

Also enclosed is our firm's check in the amount of \$122.50 for the various filing fees and a certified copy.

It would be appreciated if you would return the certified copy of the Articles of Organization directly to me at the above address.

Thank you for your assistance in this matter.

Sincerely yours,

Richard W. Winesett

Name	11/14/98
Availability	dec
Document Examiner	DCC
Updater	RWW:mapr DCC
Updater	Enclosures
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

C. TAX _____
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R. AGENT FEE _____
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DIVISION OF CORPORATIONS
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January 27, 1998

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

Attention: Diane Cushing

Re: Innovations in Imaging, L.C.
Ref. No. W98000000909

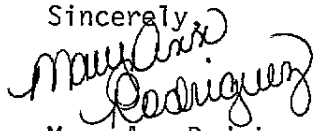
Dear Ms. Cushing:

Enclosed please find our check no. 11332 in the amount of \$162.50 which represents the difference between what was originally sent to you (\$122.50) and what the filing fee is. (\$285.00)

Please process the filing of the paperwork for Innovations in Imaging, L.C. at your earliest convenience.

If you have any questions please do not hesitate to contact me.

Sincerely,


Mary Ann Rodriguez
Legal Assistant

MAPR:nb

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 14, 1998

RICHARD W. WINESETT
AVERY WHIGHAM & WINESETT, P.A.
P.O. BOX 610
FT MYERS, FL 33902-0610

SUBJECT: INNOVATIONS IN IMAGING, L.C.
Ref. Number: W98000000909

We have received your document for INNOVATIONS IN IMAGING, L.C. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 898A00002074

ARTICLES OF ORGANIZATION
Innovations In Imaging, L.C.

1. Company Name:

The company name will be Innovations In Imaging, L.C. (hereinafter referred to as The Company) a limited liability company organized under the laws of the state of Florida, Florida Statutes 608.401 et seq. The initial members of The Company (hereinafter known as the Initial Members) will be Dataflow, Inc. a Corporation formed under the laws of New York State (hereinafter known as Dataflow) and Clifford Keller (hereinafter known as Keller), an individual.

2. Duration of Company:

The duration of The Company will be in perpetuity or until dissolved in accordance with the provisions for dissolution specified below in 14, Dissolution of Company.

3. Purpose of Company:

The Company is organized to make a profit primarily selling and producing large format color prints and related services (including but not limited to digital imaging, print and web-site design, and image archiving) and products (such as related material and equipment sales, and trade show display booths).

3.1 Powers Granted to Accomplish Purposes:

The Company shall have the power to hire employees, purchase and/or lease equipment, buy supplies and raw materials, lend or borrow money, enter into contracts, advertise, manufacture and/or otherwise produce goods and services for sale, consult, engage consultants and/or professional advisors, and conduct any sort of lawful activity reasonably necessary or desirable to carry out its business affairs.

4. Mailing and Street Address of Principal Office:

The Mailing and Street Address of The Company's principal offices are:

Innovations In Imaging, L.C.
6313 Corporate Court
Ft. Myers, FL 33919

5. Initial Registered Agent:

The initial registered agent of The Company will be:

Richard W. Winesett
2248 First Street
Ft. Myers, FL 33901

6. Right of Members to Admit Additional Members:

The Company may admit additional members from time to time upon the unanimous

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ARTICLES OF ORGANIZATION
Innovations In Imaging, L.C.

consent of the then members and the execution of a written agreement with regard thereto among all members, who will be members after the admission.

7. Right of Remaining Members to Continue Business upon Termination of Membership of Company Member.

The remaining member(s) shall have the right to continue business as The Company when one or more existing members terminate membership in The Company.

8. Management of The Company:

The Company shall be managed by a manager or managers selected by the majority in interest of the members. The initial manager of The Company will be:

Clifford Keller
5203 Selby Drive
Ft. Myers, FL 33919

The term of each manager's service shall be for one calendar year or until sooner terminated by vote of a majority in interest of the members. If at the end of any term no successor has been elected and has qualified, then the manager for the preceding term shall continue to serve as manager with all powers and authority until a successor is elected by a majority in interest of the members and qualifies.

9. Total Capital Contributions:

9.1 Dataflow shall contribute cash and property having a value of \$25,500.

9.2 Keller shall contribute cash and property having a value of \$24,500.

10. Additional Contributions To Be Made By Members.

Members may from time to time contribute additional capital in the form of cash or property. No such contribution shall alter the voting interest nor the allocation of profits and losses of members unless unanimously agreed upon by the then Members in a written agreement. The amounts and form of such additional contributions must be described in such agreement. Otherwise, the sole right of a Member making additional contributions shall be to recover those contributions upon termination or at such earlier time as may be approved by a majority in interest of the Members.

11. Loans to the Company By Members.

Loans, if any, to The Company by Members, shall be executed at reasonable interest rates with signed loan agreements and shall have no effect upon the relative voting rights of Members. Upon termination, such loans shall be repaid before any return of capital to Members.

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ARTICLES OF ORGANIZATION
Innovations In Imaging, L.C.

12. Decision Making and "Voting Rights"

Keller will assume the initial role of manager of the Company. In this capacity, Keller will be empowered to make decisions and effect action involving the normal, day to day operation of the Company, including discretionary spending (for ordinary operating expenses not to exceed \$5,000), employee assignments, customer relations, and all other matters reasonably expected to occur as part of the normal daily operation of a business.

The manager shall conduct the daily activities, the routine activities, and shall have the power to bind The Company in all dealings with third parties. The manager shall have the power to act on behalf of The Company in every action The Company has the power under law to take. The manager has the power to execute agreements and documents in the name of The Company and to bind The Company thereby. The members may, by majority vote, set policy for The Company and select and discharge the manager. "Voting Rights" shall be in proportion to the capital contributed by each member which said contribution was authorized by written unanimous agreement of the members. Voting by members shall take place only at The Company's Annual Meeting of Members in January of each year, or at any special meeting, including teleconference meetings, which may be called by any Member provided that at least three days prior notice has been provided to all Members.

13. Profits and Losses

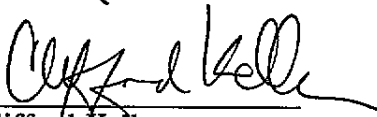
Profits and losses shall also be allocated to the members in proportion to their respective shares of authorized contributed capital.

14. Dissolution of The Company

The Company may be dissolved by the unanimous consent of The Members.

These Articles of Organization are executed by Clifford Keller who is an initial member of Innovations in Imaging, L.C. and shall be effective upon filing with the Secretary of State for the State of Florida.

Dated January 5th, 1998


Clifford Keller

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DIVISION OF CORPORATIONS

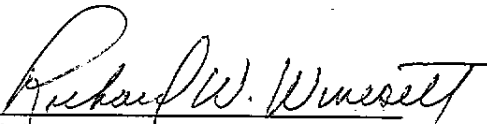
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ARTICLES OF ORGANIZATION
Innovations In Imaging, L.C.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of Innovations In Imaging, L.C., is familiar with being a resident agent of a limited liability company and accepts those obligations with regard to Innovations In Imaging, L.C.

Executed this 5th day of January, 1998.


Richard W. Winesett

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AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF LEE)

BEFORE ME the undersigned authority personally appeared
CLIFFORD KELLER, who first being duly sworn deposes and states as
follows:

1.) Innovations In Imaging, L.C. has at least two members.
The members initially are Dataflow, Inc. and Clifford Keller.

2.) Dataflow, Inc. has contributed the following to date:

Cash: \$ 0
Description of Property: 0

Value agreed by all members \$ 0

3.) Clifford Keller has contributed the following to date:

Cash: \$ 0
Description of Property: 0

Value agreed by all members \$ 0

4.) The amount anticipated to be contributed by each member
is as follows:

Dataflow Inc.
Cash: \$ 25,500
Description of Property: -

Value agreed by all members \$ 25,500

Clifford Keller
Cash: \$ 24,500
Description of Property: -

5.) Further affiant sayeth naught.

Clifford Keller
CLIFFORD KELLER

SWORN TO AND SUBSCRIBED before me this 6th day of January,
1998 by CLIFFORD KELLER, who is ☒ personally known to me, or
who has provided [] as
identification.

 **Mary Ann Paulino-Rodriguez**
COMMISSION # CC 458204
EXPIRES MAY 2, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Mary Ann Paulino-Rodriguez
NOTARY PUBLIC, STATE OF FL.

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