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graphics + displays

February 3, 1999
213 Stage Road
Vestal NY 13850

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***285.00 ***285.00

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

Subject: Application for Registration

Gentlemen:

Enclosed you will find the following:

1. Registration Form for Foreign Limited Liability Company.
2. Check for fees, including Filing Fee and Registered Agent in the amount of \$285.00.
3. Attachment of Certificate of Exsistance from the State of New York.
4. Schedule of Equipment and Property.

Thank you very much.

3i Graphics and Displays, LLC

Dan H. Zimmerman
President

DHZ:ym

Encs:

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RECEIVED
DIVISION OF CORPORATIONS

Name	Availability
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. 3i GRAPHICS & DISPLAYS, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. NEW YORK
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 16 1559960
(FEI number, if applicable)
4. 12-28-98
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 1-1-99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 213 STAGE ROAD
VESTAL, NY 13850
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>DATAFLOW, INC.</u>	<u>MGRM</u>	_____	_____
<u>213 STAGE ROAD</u>		_____	
<u>VESTAL, NY 13850</u>		_____	
<u>PAUL JOHNSON</u>	<u>MGR</u>	_____	
<u>209 PATIO DR.</u>		_____	
<u>ENDWELL, NY 13760</u>		_____	
<u>CLIFF KELLER</u>	<u>MGR</u>	_____	
<u>5203 SELBY DR.</u>		_____	
<u>FT. MYERS, FL 33919</u>		_____	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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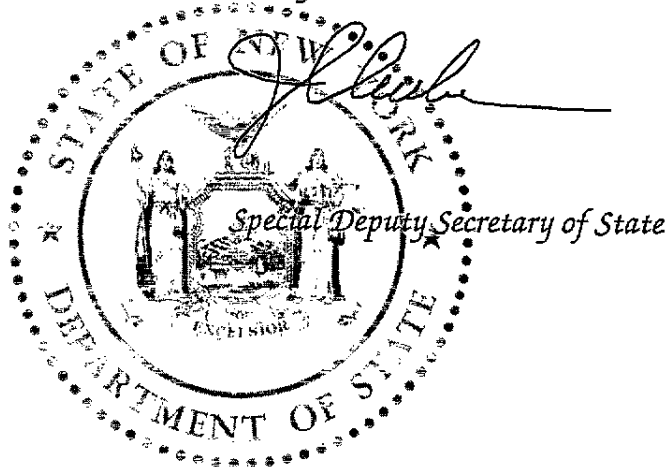
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DIVISION OF CORPORATE AFFAIRS

State of New York } **ss:**
Department of State

I hereby certify, that 3I GRAPHICS & DISPLAYS, LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 12/28/1998, and that the limited liability company is subsisting so far as shown by the records of the Department.

The limited liability company has not filed proofs of publication under section 206 (c) of the Limited Liability Company Law.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 29th day of January
one thousand nine hundred and
ninety-nine.*



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

3i GRAPHICS & DISPLAYS, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

CLIFF KELLER
(Name)

6313-A CORPORATE COURT
Florida street address (P.O. Box **NOT** ACCEPTABLE)

FT. MYERS, FL 33919
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

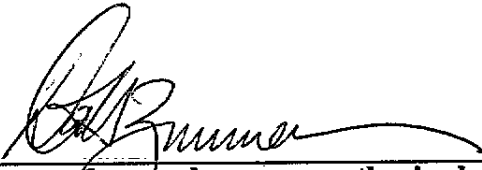
3i GRAPHICS & DISPLAYS, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 5,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 104,459;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 5,000,000;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Dan H. Zimmerman

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

SCHEDULE A - 3i GRAPHICS DISPLAYS, LLC

DJK

DATAFLOW INC.

A portion of the equipment, inventory and assets of Dataflow, Inc. are contributed to, and upon signing of the Operating Agreement, shall become the property of 3i Graphics & Displays, L.L.C. are listed below:

	DATE	COST	CURRENT	NET ASSET VALUE (DEPRECIATED)
I. COLOR EQUIP				
# Chase Lease	7/1/94	40,135.00	4,823.55	3,467.87
Xerox Majestik				
# Xerox/Versatec 8944 plotter	7/1/94	76,837.00	8,851.62	6,638.72
includes drivers, networking				
DICE Net RIP				
Versatec Driver				
Xerox 8944 plotter				
# Macintosh/software/storage	7/1/94	1,935.00	222.91	167.19
# Computerland Mac	3/17/94	8,969.25	1,010.46	126.31
# ram	4/12/94	56.00	6.45	4.84
# Mac software	4/30/94	2,681.28	308.89	231.66
# Waterstreet Mac	3/31/95	6,000.00	691.20	518.40
# Light Box Displays (4)	3/31/95	1,300.00	127.63	319.06
# MO drive	11/30/94	486.00	47.71	119.28
# Syquest cartridges	7/3/95	154.00	19.24	48.11
# PC Software	9/1/95	367.00	49.04	122.60
# adv comp Pentium	12/31/96	1,485.00	338.58	507.87
# network server	2/8/96	8,000.00	1,600.00	4,000.00
# seal 6000	12/31/96	20,428.40	4,019.77	10,049.44
# Pyramid CPU for Maestro	10/8/97	3,046.95	609.39	2,132.86
# zip drive	9/23/97	158.74	31.75	111.12
# Power Mac CPU	9/4/97	1,950.00	390.00	1,365.00
# cabling	9/3/97	142.63	20.38	112.06
# software	8/5/97	574.27	82.04	451.21
# Maestro software	7/21/97	2,500.00	833.33	1,250.10
Toshiba Laptop 110	11/14/97	1,150.00	230.00	805.00
# NT software	7/9/97	1,212.81	173.26	953.55
Encad 60	8/20/97	20,000.00	2,857.14	15,714.86
Leaf Scanner (KSK)		3,500.00		2,800.00
Microworld G3 Mac	5/7/98	2,647.00		2,117.60
TOTAL		205,714.33	27,144.34	54,134.51
FIXTURES & IMPROVEMENTS				
Plotter room	3/17/94	2,269.78	58.20	1,990.91
Plotter room	5/15/94	3,664.68	93.97	3,230.07
HVAC	4/18/94	1,228.00	120.56	301.39
others charged off				
TOTAL		7,162.46	272.73	5,522.37
ADDITIONAL ITEMS TO BE TRANSFERRED				
Furniture / graphic workstations		3,025.00		2,420.00
wall mounted trimmer		975.00		417.56
10' Curved Wall Display (Nomadic)		2,497.50		1,369.14
Banner stands (2)		700.00		500.00
CD Burner		160.00		96.00
TOTAL ADDITIONAL ITEMS		7,357.50		4,802.70

TOTAL 64,459.58