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Florida Department of State
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To: Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

VASCO IMAGING CENTER INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION
OF
VASCO IMAGING CENTER INC.

The undersigned, incorporator, for the purpose of forming a corporation under Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is VASCO IMAGING CENTER, INC., hereinafter referred to as the "Corporation".

ARTICLE II - PRINCIPLE OFFICE AND ADDRESS:

The address of the principal office and the mailing address of the Corporation is:

3800 NORTH MIAMI AVENUE
MIAMI, FL 33127

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ARTICLE III - DURATION:

The period of duration for the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV - PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V - AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may

authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI - PREEMPTIVE RIGHTS:

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 3800 NORTH MIAMI AVENUE, MIAMI, FL 33127; and the registered agent at that office is Dr. CHRISTIAN SANON, 3800 NORTH MIAMI AVENUE, MIAMI, FL 33127.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have three (3) Director(s) constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

Dr. Christian Sanon
6824 NW 28th St.
Margate, FL 33063

Larry Chadwell
845 Bayshore Blvd.
Tampa, FL 33606

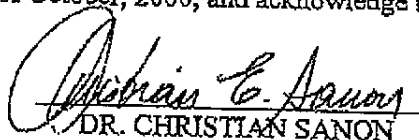
Dr. David Fulghum
9009 Ninth Ave. NW
Bradenton, FL 34209

ARTICLE IX - INCORPORATOR

The incorporator of the Corporation is as follows:

Dr. Christian Sanon
6824 NW 28th St.
Margate, FL 33063

IN WITNESS WHEREOF, I, Dr. CHRISTIAN SANON, have signed these Articles of Incorporation on this 27th day of October, 2000, and acknowledge the same to be my act.


DR. CHRISTIAN SANON

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this ____ day of October, 2000, by Dr. Christian Sanon, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida driver's license as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Shallini Hayes
STATE OF FLORIDA AT LARGE

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

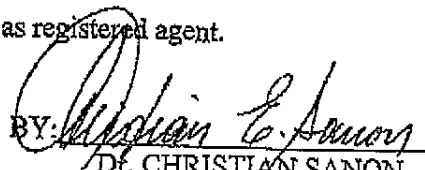
Pursuant to the provisions of Chapter 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First- That VASCO IMAGING CENTER, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named Dr. Christian Sanon, in the City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY: 
DR. CHRISTIAN SANON

DATE 10-27-00

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