

PO10000023294
MICHAEL R. WEBER, ESQ

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FEBRUARY 28, 2001

Via Courier

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
904 487-6052

Re: Derma Health Systems Corporation
ImageNet Corporation

FILED
01 MAR -2 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Madam or Sir:

Enclosed please find

- One original of the Articles of Incorporation for the above-named corporation.
- One copy of the Articles of Incorporation for the above-named corporation.
- A check in the amount of \$78.75 whereby a certified copy will be returned to the following address:

Michael R. Weber, Esq.

1407 N. Ft. Harrison Ave., Suite H

Clearwater, FL 33755

Day phone: 813 263-5669

Thank you.

Sincerely,

BY: MR Weber
Michael R. Weber, JD, MBA

EFFECTIVE DATE
02-28-01

Enclosures: as stated

8/3/6

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
DERMAHEALTH SYSTEMS CORPORATION**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

NAME

The name of this Florida corporation shall be DERMAHEALTH SYSTEMS CORPORATION.

II.

TERM OF EXISTENCE

The date when corporate existence will commence is February 25, 2001, in accordance with the provision of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

III.

PRINCIPAL OFFICE

The principal office for the Corporation shall be in Pinellas County at 1407 North Ft. Harrison, Suite H, Clearwater, FL 33755.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o of Michael R. Weber, 1407 North Ft. Harrison, Suite H, Clearwater, FL 33755; and the name of its initial registered agent at such address is Michael R. Weber.

EFFECTIVE DATE
02-25-01

V.

CAPITAL STOCK

The Corporation is hereby authorized to issue a total of Sixty Million (60,000,000) shares of capital stock which shall be subdivided into classes as follows:

- (a) Forty Million (40,000,000) shares of the Corporation's capital stock shall be denominated as Common Stock, have a par value of \$.01 per share, and have the rights, powers and preferences set forth in this paragraph. The Holders of Common Stock shall share ratably, with all other classes of common equity, in any dividends that may, from time to time, be declared by the Board of Directors. No dividends may be paid with respect to Corporation's Common Stock, however, until dividend distributions to the holders of Preferred Stock, if any, have been paid in accordance with the certificate or certificates of designation relating to such Preferred Stock. The holders of Common Stock shall share ratably, with all other classes of common equity, in any assets of the Corporation that are available for distribution to the holders of common equity securities of the Corporation upon the dissolution or

liquidation of the Corporation. The holders of Common Stock shall be entitled to cast one vote per share on all matters that are submitted for a vote of the stockholders. There are no redemption or sinking fund provisions that are applicable to the Common Stock of the Corporation. Subject only to the requirements of the FBCA and the foregoing limits, the Board of Directors is expressly authorized to issue shares of Common Stock without stockholder approval, at any time and from time to time, to such persons and for such consideration as the Board of Directors shall deem appropriate under the circumstances.

- (c) Twenty Million (20,000,000) shares of the Corporation's authorized capital stock shall be denominated as Preferred Stock, par value of \$.01 per share. Shares of Preferred Stock may be issued from time to time in one or more series as the Board of Directors, by resolution or resolutions, may from time to time determine, each of said series to be distinctively designated. The voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, if any, of each such series of Preferred Stock may differ from those of any and all other series of Preferred Stock at any time outstanding, and the Board of Directors is hereby expressly granted authority to fix or alter, by resolution or resolutions, the designation, number, voting powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, of each such series of Preferred Stock, including, but without limiting the generality of the foregoing, the following:
 - (i) The distinctive designation of, and the number of shares of Preferred Stock that shall constitute, each series of Preferred Stock, which number (except as otherwise provided by the Board of Directors in the resolution establishing such series) may be increased or decreased (but not below the number of shares of such series then outstanding) from time to time by the Board of Directors without prior approval of the holders of such series;
 - (ii) The rights in respect of dividends, if any, of such series of Preferred Stock, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes or any other series of the same or other class or classes of capital stock of the Corporation, and whether such dividends shall be cumulative or non-cumulative;
 - (iii) The right, if any, of the holders of such series of Preferred Stock to convert the same into, or exchange the same for, shares of any other class or classes or of any other series of the same or any other class or classes of capital stock of the Corporation and the terms and conditions of such conversion or exchange, including, without limitation, whether or not the number of shares of such other class or series into which shares of such series may be converted or exchanged shall be adjusted in the event of any stock split, stock dividend, subdivision, combination, reclassification or other transaction or series of transactions affecting the class or series into which such series of Preferred Stock may be converted or exchanged;
 - (iv) Whether or not shares of such series of Preferred Stock shall be subject to redemption, and the redemption price or prices and the time or times at which, and the terms and conditions on which, shares of such series of Preferred Stock may be redeemed;

- (v) The rights, if any, of the holder of such series of Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation or in the event of any merger or consolidation of or sale of assets by the Corporation;
- (vi) The terms of sinking fund or redemption or repurchase account, if any, to be provided for shares of such series of Preferred Stock;
- (vii) The voting powers, if any, of the holders of any series of Preferred Stock generally or with respect to any particular matter, which may be less than, equal to or greater than one vote per share, and which may, without limiting the generality of the foregoing, include the right, voting as a series by itself or together with the holders of any other series of Preferred Stock or all series of Preferred Stock as a class, to elect one or more Directors of the Corporation (which, without limiting the generality of the foregoing, may include a specified number or portion of the then-existing number of authorized Directorships of the Corporation, or a specified number or portion of Directorships in addition to the then-existing number of authorized Directorships of the Corporation), generally or under such specific circumstances and on such conditions, as shall be provided in the resolution or resolutions of the Board of Directors adopted pursuant hereto; and
- (viii) Such other powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, as the Board of Directors shall determine.

Notwithstanding the foregoing, and with the sole exception of shares issued pursuant to those of the Corporation's stock option and other employee benefit plans which have been approved by the stockholders entitled or required by law to vote thereon, no shares of Preferred Stock shall be issued or sold to any officer or director of the Corporation, or any stockholder who directly or indirectly owns more than 10% of the issued and outstanding voting stock of the Corporation, or any affiliate of such a person, without the affirmative vote of a majority in interest of the disinterested stockholders of the Corporation. Upon the creation of any new class or series of Preferred Stock of the Corporation, the Board of Directors shall prepare and file with the records of the Corporation a Certificate setting forth the rights and preferences of such class or series of Preferred Stock, which shall be deemed an amendment to these Articles of Incorporation and shall not require the consent of any stockholder.

- (c) In addition to the Common Stock and Preferred Stock described above, the Board of Directors is authorized to cause the issuance of any other type of security (including without limitation, options, rights, warrants or appreciation rights relating to any equity or debt security of the Corporation and which may have rights or preferences junior or senior to any equity or debt security of the Corporation) from time to time on terms and conditions established in the sole and complete discretion of the Board of Directors. If and to the extent required by the Florida Business Corporation Act, upon the creation of any new class or series of additional securities of the Corporation, the Board of Directors shall prepare and file with the records of Corporation a Certificate setting forth the rights and preferences of such class or series of additional securities of the Corporation, which Certificate shall be deemed an amendment to these Articles of Incorporation and shall not require the consent of any stockholder.

- (d) Except to the extent that such rights are specifically enumerated in a Certificate setting forth the rights and preferences of a specific class or series of Preferred Stock or other securities of the Corporation, no stockholder shall have any preemptive, preferential or other right, including without limitation with respect to (i) the issuance or sale of additional Common Stock of the Corporation, (ii) the issuance or sale of additional Preferred Stock of the Corporation, (iii) the issuance of any obligation, evidence of indebtedness of the Corporation which is or may be convertible into or exchangeable for, or accompanied by any rights to receive, purchase or subscribe to, any shares of Common Stock, Preferred Stock or other securities of the Corporation, (iv) the issuance of any right of subscription to, or right to receive, any warrant or option for the purchase of any Common Stock, Preferred Stock or other securities of the Corporation, or (v) the issuance or sale of any other equity or debt securities that may be issued or sold by the Corporation from time to time.

VI.

DIRECTORS

The Corporation will have 3 director initially as listed immediately below. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one but no more than 7 directors.

Initial Directors: Michael R. Weber, Luiz Da Silva, and Jerry Gibson

VII.

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is

Michael R. Weber, JD, MBA
1407 N. Ft. Harrison Ave., Suite H
Clearwater, FL 33755

VIII.

AFFILIATED TRANSACTIONS

The Corporation elects to be governed by the requirements or other provisions of 607.0901(5)(a) of the Act regarding affiliated transactions described in section 607.0901 of the Act, therefore, the terms of such section of the Act will apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.

CONTROL SHARE ACQUISITIONS

The Corporation elects to be governed by the requirement or other provisions of Section 607.0902(5) of the Act regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X.

BYLAWS

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XI.

INDEMNIFICATION

The Corporation will indemnify any director or officer, or any former director or officer, to the fullest extent permitted by law.


XII.

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the FBCA, and all rights conferred upon stockholders by the terms of these Articles of Incorporation are granted subject to this reservation of powers.

Except as otherwise provided for or fixed pursuant to the provisions of Article V(b) of these Articles of Incorporation relating to the rights of the holders of one or more series of Preferred Stock, to the extent that the FBCA expressly provides for separate voting by the holders of shares of any class or series on any proposed amendment to the Corporation's Certificate of Incorporation, the proposed amendment shall be adopted upon receiving the affirmative vote of the holders of at least (i) a majority of the shares within each class or series of shares entitled to vote thereon as a class and (ii) a majority of the total outstanding shares entitled to vote thereon. Any other amendment to the Corporation's Certificate of Incorporation shall be adopted upon receiving the affirmative vote of the holders of at least a majority of the outstanding shares entitled to vote thereon, except as otherwise provided for or fixed pursuant to the provisions of Article V(b) of these Articles of Incorporation relating to the rights of the holders of one or more series of Preferred Stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 25, 2001.




Michael R. Weber, JD, MBA as Incorporator

2-25-01
date

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated February 25, 2001


Michael R. Weber, JD, MBA

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