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FLORIDA PROFIT CORPORATION OR P.A.

INSCOPE CORPORATION

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 17, 2002

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Per phone call with Bucky

**ARTICLES OF INCORPORATION
OF
INSCOPE CORPORATION**

In compliance with the requirements of the Florida Business Corporation Act, the undersigned, being a natural person, hereby acts as the sole incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this Corporation is InScope Corporation.

ARTICLE II

The existence of the Corporation shall begin upon the filing of these articles of incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 8210 NW 27th Street; Miami, Florida 33122.

ARTICLE IV

The initial street address of the corporation's registered office is 8210 NW 27th Street; Miami, Florida 33122. The initial registered agent for the Corporation at that address is Alfred J. Novak.

ARTICLE V

The name and street address of the sole incorporator of these articles of incorporation is

Name

Address:

Steven L. Bray

White & Case LLP
200 South Biscayne Boulevard
50th Floor
Miami, Florida 33131

ARTICLE VI

The aggregate number of shares of capital stock which the Corporation has the authority to issue is 12,000,000 shares, which shall consist of 10,000,000 shares of common stock, \$.01 par value per share (the "Common Stock") and 2,000,000 shares of preferred stock, \$.01 par value per share (the "Preferred Stock") of which 200,000 shares of Preferred Stock shall be series A preferred stock, \$.01 par value per share (the "Series A Preferred"). The date on which the Corporation initially issues any share of Series A Preferred shall be deemed to be its "date of issuance" regardless of the number of times transfer of such share is made on the stock records

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maintained by or for the Corporation and regardless of the number of certificates which may be issued to evidence such Share. The Board of Directors of the Corporation may, by action taken by the Board of Directors in its sole discretion, designate such additional classes of Preferred Stock, and determine the preferences, limitations and relative rights thereof, as are consistent with the provisions hereof.

Section 1. Dividends.

(a) General Obligation. When and as declared by the Corporation's Board of Directors, the Corporation shall pay dividends in cash or stock at the option of the Corporation, to the holders of the Series A Preferred, as provided in this Section 1.

(b) Participating Dividends. In the event that the Corporation declares or pays any dividends upon the Common Stock (whether payable in cash, securities or other property), the Corporation shall also declare and pay to the holders of the Series A Preferred at the same time that it declares and pays such dividends to the holders of the Common Stock, the dividends which would have been declared and paid with respect to the Common Stock issuable upon conversion of the Series A Preferred had all of the outstanding Series A Preferred been converted immediately prior to the record date for such dividend, or if no record date is fixed, the date as of which the record holders of Common Stock entitled to such dividends are to be determined.

Section 2. Payment Upon Liquidation. Upon any Liquidation Event, each holder of Series A Preferred shall be entitled to be paid the greater of (i) the sum of an amount in cash equal to the sum of the aggregate Liquidation Value (plus all accrued and unpaid dividends thereon) of all shares of Series A Preferred held by such holder before any distribution or payment is made upon any Junior Securities, and (ii) the amount that such holder of Series A Preferred would receive on an as converted basis with the holders of the Common Stock as a single class in the distribution of assets of the Corporation. If upon any such Liquidation Event, the Corporation's assets to be distributed among the holders of the Series A Preferred are insufficient to permit payment of the aggregate amount which they are entitled to be paid under this Section 2, the holders of Series A Preferred shall share ratably among such holders the assets available for distribution based upon the aggregate Liquidation Value (plus all accrued and unpaid dividends) of all shares of Series A Preferred held by each such holder.

Section 3. Voting Rights. The holders of the Series A Preferred shall be entitled to notice of all stockholders meetings in accordance with the Corporation's bylaws, and the holders of the Series A Preferred shall not be entitled to vote on any matters submitted to the stockholders for a vote until such time as the holder of the Series A Preferred shall convert to Common Stock as described in Section 4. After conversion of the Series A Preferred, the holder shall be entitled to one vote per share of Common Stock voting together as a single class with the holders of Common Stock.

Section 4. Conversion.

(a) Conversion Procedure.

(i) At any time after five years from issuance and from time to time thereafter, or upon change of control, any holder of Series A Preferred may convert all or any portion of the Series A Preferred (including any fraction of a share) held by such holder into a

number of shares of Conversion Stock computed by multiplying the number of shares to be converted by the Liquidation Value, and dividing the result by the Conversion Price then in effect.

(ii) Except as otherwise provided herein, each conversion of Series A Preferred shall be deemed to have been effected as of the close of business on the date on which the certificate or certificates representing the Series A Preferred to be converted have been surrendered for conversion at the principal office of the Corporation. At the time any such conversion has been effected, the rights of the holder of the shares converted as a holder of Series A Preferred shall cease and the Person or Persons in whose name or names any certificate or certificates for shares of Conversion Stock are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Conversion Stock represented thereby.

(iii) As soon as possible after a conversion has been effected, the Corporation shall deliver to the converting holder:

(1) a certificate or certificates representing the number of shares of Conversion Stock issuable by reason of such conversion in such name or names and such denomination or denominations as the converting holder has specified; and

(2) a certificate representing any shares of Series A Preferred which were represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which were not converted.

(iv) The issuance of certificates for shares of Conversion Stock upon conversion of Series A Preferred shall be made without charge to the holders of such Series A Preferred for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of shares of Conversion Stock. Upon conversion of each share of Series A Preferred, the Corporation shall take all such actions as are necessary in order to insure that the Conversion Stock issuable with respect to such conversion shall be validly issued, fully paid and nonassessable, free and clear of all taxes, liens, charges and encumbrances with respect to the issuance thereof.

(v) The Corporation shall not close its books against the transfer of Series A Preferred or of Conversion Stock issued or issuable upon conversion of Series A Preferred in any manner which interferes with the timely conversion of Series A Preferred. The Corporation shall assist and cooperate with any holder of shares of Series A Preferred, at the Corporation's expense, required to make any governmental filings or obtain any governmental approval prior to or in connection with any conversion of shares hereunder (including, without limitation, making any filings required to be made by the Corporation).

(vi) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Conversion Stock, solely for the purpose of issuance upon the conversion of the Series A Preferred, such number of shares of Conversion Stock issuable upon the conversion of all outstanding Series A Preferred. All shares of Conversion Stock which are so issuable shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges. The Corporation shall take all such actions as may be

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necessary to assure that all such shares of Conversion Stock may be so issued without violation of any applicable law or governmental regulation. The Corporation shall not take any action which would cause the number of authorized but unissued shares of Conversion Stock to be less than the number of such shares required to be reserved hereunder for issuance upon conversion of the Series A Preferred.

(vii) The Corporation shall not issue any fraction of a share of Common Stock upon any conversion. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of the Series A Preferred by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of a fraction of a share of Common Stock. If, after the aforementioned aggregation, the issuance would result in the issuance of a fraction of a share of Common Stock, the Corporation shall round such fraction of a share of Common Stock up or down to the nearest whole share.

(b) Conversion Price.

(i) The initial Conversion Price for each share shall be its Liquidation Value. In order to prevent dilution of the conversion rights granted under this Section 4, the Conversion Price shall be subject to adjustment from time to time pursuant to this Section 4.

(ii) The Board shall equitably adjust the Conversion Price to account for any (i) issuance of Common Stock as a dividend or distribution on outstanding Common Stock or Preferred Stock, (ii) a subdivision of outstanding shares of Common Stock or Preferred Stock into a greater number of shares of Common Stock or Preferred Stock, or (iii) a combination of outstanding shares of Common Stock or Preferred Stock that a lesser number of Series of Common Stock or Preferred Stock

(c) Notices.

(i) Immediately upon any adjustment of the Conversion Price, the Corporation shall give written notice thereof to all holders of Series A Preferred, setting forth in reasonable detail and certifying the calculation of such adjustment.

(ii) The Corporation shall give written notice to all holders of Series A Preferred at least twenty (20) days prior to the date on which the Corporation closes its books or determines a record date with respect to any dividend or distribution upon Common Stock.

Section 5. Registration of Transfer.

The Corporation shall keep at its principal office a stock ledger for the recordation of all holders of record of Series A Preferred. Upon the surrender of any certificate representing Series A Preferred at such place, the Corporation shall, at the request of the record holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares represented by the surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of shares as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate.

Section 6. Replacement.

Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder being satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Series A Preferred, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the holder is a financial institution or other institutional investor its own agreement shall be satisfactory), or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such class represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

Section 7. Definitions.

"Board" shall mean the Board of Directors of the Corporation.

"Common Stock" means, collectively, the Corporation's Common Stock and any capital stock of any class of the Corporation hereafter authorized which is not limited to a fixed sum or percentage of par or stated value in respect to the rights of the holders thereof to participate in dividends or in the distribution of assets upon any liquidation, dissolution or winding up of the Corporation.

"Conversion Stock" means shares of the Corporation's Common Stock issued or to be issued upon the conversion of the Series A Preferred; provided that if there is a change such that the securities issuable upon conversion of the Series A Preferred are issued by an entity other than the Corporation or there is a change in the type or class of securities so issuable, then the term "Conversion Stock" shall mean one share of the security issuable upon conversion of the Series A Preferred if such security is issuable in shares, or shall mean the smallest unit in which such security is issuable if such security is not issuable in shares.

"Junior Securities" means any capital stock or other equity securities of the Corporation, except for the Series A Preferred.

"Liquidation Event" means any liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary).

"Liquidation Value" of any share as of any particular date shall be equal to initial price per share paid (as adjusted for subsequent stock splits, combinations and other similar transactions affecting the Common Stock).

"Person" means an individual, a partnership, a corporation, a limited liability company, a limited liability, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

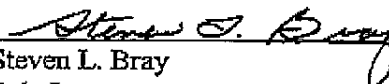
"Series A Preferred" means the Series A Non-Voting, Convertible Preferred Stock of the Corporation, par value \$0.01 per share.

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ARTICLE VII

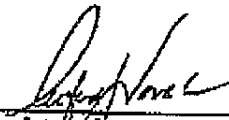
The corporation shall indemnify its officers and directors to the full extent allowed by the Florida Business Corporation Act.

The undersigned has executed these articles of incorporation on May 17, 2002.


Steven L. Bray
Sole Incorporator

**CERTIFICATE ACCEPTING APPOINTMENT AS REGISTERED AGENT
AND REGISTERED OFFICE**

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 
Registered Agent

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