

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO 20000 59103

Imscan Systems, Inc.

FILED

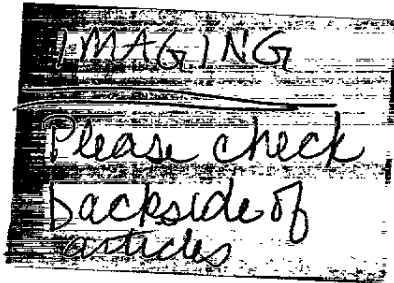
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

8

ARTICLES OF INCORPORATION

OF

IMSCAN SYSTEMS, INC.

FILED

02 MAY 29 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I: NAME

The name of this corporation is **IMSCAN SYSTEMS, INC.**

ARTICLE II: PURPOSE

This corporation may engage in any activity or business permitted under the laws of
the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any time is 1000 Shares of Stock of common stock of One Dollar and
NO/100 (\$1.00) Dollars per share par value.

ARTICLE IV: DURATION

This corporation is to exist perpetually.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 5445 Mariner Street, Suite 210, Tampa, Hillsborough County, Florida 33609.

The name and street address of the initial registered agent of the corporation in the State of Florida is:

JOSEPH E. GORMLEY
5445 Mariner Street, Suite 210
Tampa, FL 33609

The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have three (3) Directors, the name of whom are as follows:

NAME

ADDRESS

RICHARD J. CAVANAGH,

Yew Tree Court
Risley Warrington
United Kingdom WA3-GWP



JOSEPH E. GORMLEY,

5445 Mariner Street
Suite 210
Tampa, FL 33609

LINDA TAYLOR,

Yew Tree Court
Risley, Warrington
United Kingdom WA3-GWP

ARTICLE VII: OFFICERS

The names and addresses of the officers of this corporation are as follows:

NAME AND OFFICE

ADDRESS

RICHARD J. CAVANAGH,
President

Yew Tree Court
Risley, Warrington
United Kingdom WA3-GWP

JOSEPH E. GORMLEY,
Vice President

5445 Mariner Street
Suite 210
Tampa, FL 33609

LINDA TAYLOR,
Secretary Treasurer

Yew Tree Court
Risley, Warrington
United Kingdom WA3-GWP

ARTICLE VIII: COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.



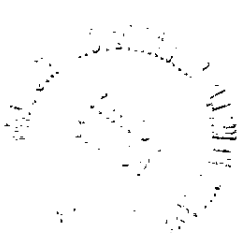
ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE X: BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI: AMENDMENT



The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

ARTICLE XII: INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME:

LINDA TAYLOR

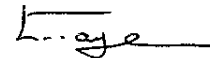
ADDRESS

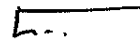
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Risley, Warrington
United Kingdom WA3-GWP

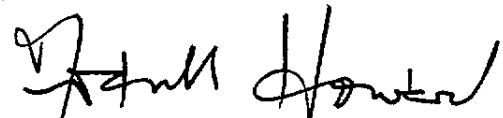
IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as
Incorporator, by: LINDA TAYLOR.

Dated this 22nd day of May, 2002.


LINDA TAYLOR






Notary Public
Warrington
Cheshire
UK.

I certify that I identified the said Linda Taylor
by her UK passports numbered 100189504 and dated 9/3/99
Notary Public

STATE OF
COUNTY OF

Warrington cheshire England

The foregoing instrument was acknowledged before me this 22nd day of May, 2002,
by **LINDA TAYLOR**, who is personally known to me or who has produced a Drivers License as
identification.

Frank Howard

Printed Name:

FRANK HOWARD

Notary Public

My Commission Expires:

2/4/10

Serial Number:

Warrington

England

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

FILED

02 MAY 29 PM 12: 10

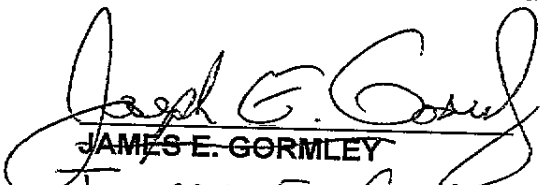
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **IMSCAN SYSTEMS, INC., a Florida corporation**
2. The name and address of the registered agent and office is:

JOSEPH E. GORMLEY
5445 Mariner Street, Suite 210
Tampa, FL 33609

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


JAMES E. GORMLEY
JOSEPH E. GORMLEY

May 23, 2002
(Date)