

P03000047794

(Requestor's Name)

Your Business Solution, Inc.
330 Crown Oak Centre Drive
Longwood, FL 32750

(City/State/Zip/Phone #)

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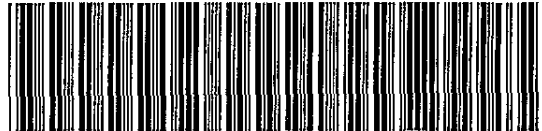
(Business Entity Name)

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FILED
03 OCT -6 AM 8:42
CLERK OF DISTRICT COURT
ALACHUA COUNTY, FLORIDA

Amended Petition

FILED

03 OCT -6 AM 8:42

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
3D IMAGE TECH CORPORATION

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, the undersigned Florida corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I -- Name

The name of this Corporation is: 3D Imaging Technology, Inc. (the "Corporation").

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 330 Crown Oak Centre Drive, Longwood, Florida 32750.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is (i) 40,000 shares of common stock having a par value of \$0.01 per share, of which 30,000 shares shall be designated as Class A Common Stock and 10,000 shares shall be designated as Class B Common Stock.

B. The relative powers, preferences and rights of the Class A Common Stock and the Class B Common Stock and the qualifications, limitations and restrictions thereof, shall be as follows:

1. Voting. The holders of shares of Class A Common Stock and Class B Common Stock shall have the following voting rights:

(a) the holders of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held on all matters voted upon by the shareholders of the Corporation; and

(b) the holders of Class B Common Stock shall not have any voting rights.

2. Dividends.

(a) The holders of Class A Common Stock shall be entitled to receive, on a pro rata basis, an annual dividend not to exceed the Adjusted Net Income of the Corporation, minus all federal and state income taxes due and payable by the Corporation on account of income earned by the Corporation for each such year, minus all reasonable cash reserves retained by the Corporation. The holders of Class B Common Stock shall not be entitled to receive any dividends or other distributions until after December 31, 2005 and, then, only after all preferred dividends payable to the holders of Class A Common Stock have been paid as set forth herein.

3. "Adjusted Net Income" shall mean for a taxable year of the Corporation the net income of the Corporation, as set forth on the Corporation's tax return, plus all depreciation, amortization and other non-cash expenses or deductions.

4. Liquidation.

(a) Upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, that occurs the net assets of the Corporation, if any, shall be paid as follows:

(1) First, the sum of the net assets available for distribution after the payment of all expenses and reserves, plus all federal and state income taxes payable by the Corporation in accordance with the Corporation's final tax return, and

(2) Then, upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation, if any, shall be distributed among and paid ratably to the holders of Class A Common Stock and Class B Common Stock treated as a single class.

C. If the Corporation shall in any manner split, subdivide or combine the outstanding shares of either the Class A Common Stock or Class B Common Stock, then the outstanding shares that were not split, subdivided or combined shall be proportionately split, subdivided or combined in the same manner and on the same basis as the outstanding shares of the class that has been split, subdivided or combined.

D. In the event of a merger, consolidation or combination of the Corporation with another entity (whether or not the Corporation is the surviving entity), the holders of Class A Common Stock and Class B Common Stock shall be entitled to receive the same per share consideration in such transaction, except that any capital stock that holders of Class B Common Stock are entitled to receive in any such transaction may differ as to voting rights, but only to the extent that the Class A Common Stock and Class B Common Stock differ as set forth above.

E. No shareholder of this Corporation shall have, by reason of holding shares of any class of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other

equity securities, or any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

F. All or any portion of the capital stock of the Corporation may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

G. Upon the effective date of a registration statement for the initial public offering of the Corporation's common stock, all distinctions between Class A Common Stock and Class B Common Stock set forth herein shall automatically terminate. Thereafter, all common stock of the Corporation shall have the same rights, privileges and preferences.

ARTICLE V - Term of Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI - Registered Office and Agent

The street address of the registered office of the Corporation is 330 Crown Oak Centre Drive, Longwood, Florida 32750 and the name of the initial registered agent of the Corporation at that address is Juanita L. Bauman.

ARTICLE VII - Directors

A. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of the Corporation, but there shall always be at least one (1) Director.

B. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

C. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

D. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of the Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of the Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE IX - Amendment to Articles

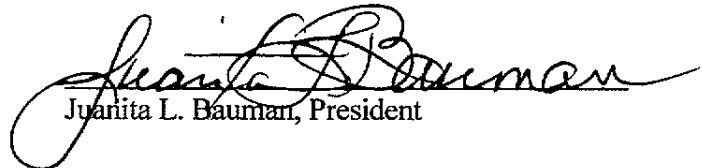
These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of the holders of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

These Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Directors and the Shareholders of the Corporation on October 1, 2003.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 2nd day of October, 2003.


Juanita L. Bauman, President