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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

acuscan technologies, inc.

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SECRET
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ACUSCAN TECHNOLOGIES, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

ACUSCAN TECHNOLOGIES, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$.01 par value per share.

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ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

**REGISTERED AGENT AND INITIAL
REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

James Russo
7807 Dixie Beach Circle
Tamarac, Florida 33321

ARTICLE VI

PRINCIPAL OFFICE IN FLORIDA

The street address of the Principal Office of this Corporation in the State of Florida shall be:

ACUSCAN TECHNOLOGIES, INC.
7807 Dixie Beach Circle
Tamarac, Florida 33321

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have at least one director. The initial directors shall be:

Les McCord
James Russo

ARTICLE VIII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is:

Les McCord
7807 Dixie Beach Circle
Tamarac, Florida 33321

ARTICLE IX
INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 14 day of May, 2004.

Les McCord
LES McCORD, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 19 day of May, 2004, by Les McCord, as Incorporator, who is personally known, or who has produced driver's license as identification.



Dawn H Sachs
My Commission CC965903
Expires February 09, 2005

(SEAL)

Dawn H. Sachs
Notary Public
My Commission Expires: 2/9/05

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

ACUSCAN TECHNOLOGIES, INC., a corporation existing under the laws of the State of Florida, with its principal office and mailing address at: 7807 Dixie Beach Circle, Tamarac, Florida 33321, has named James Russo, whose address is 7807 Dixie Beach Circle, Tamarac, Florida 33321, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

James Russo
JAMES RUSSO

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