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LAW OFFICE

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April 7, 2005

Corporate Records Bureau
Division of Corporations, Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: D3 Vision, Corp.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for D3 Vision, Corp. Please file the original Articles and return a copy to me as filed. I am enclosing this firm's check in the amount of \$125.00 representing the following:

Filing Fee	\$100.00
Designation of Resident Agent	25.00
TOTAL	\$125.00

Sincerely,



John F. Roscow, IV

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
D3 Vision, Corp.,
a Florida Corporation**

The undersigned, acting as Incorporator for this Florida corporation hereby incorporated under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, and the undersigned hereby adopts the following Articles of Incorporation for this Corporation:

ARTICLE I - CORPORATE NAME & ADDRESS

The name of this Corporation is D3 Vision, Corp., and the mailing address for the principal office of this corporation is 9116 Southwest 51st Road, Suite 102-A, Gainesville, Florida, 32608. The telephone number is 352-332-8848.

ARTICLE II - PURPOSE

The Corporation is organized for any purpose lawful under the laws of the State of Florida and under the laws of the United States of America.

ARTICLE III - DURATION

The Corporation shall have perpetual existence, and shall commence existence upon signing these Articles or later if required by law.

ARTICLE IV - AMENDMENTS

These Articles of Incorporation can be amended at any time, upon unanimous vote of all shareholders.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue Two Million Shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall have five Directors to hold office until the first annual meeting of shareholders and until a successor(s) has been duly elected and qualified, or, if earlier, until resignation, removal from office, or death. The number of directors may be increased or decreased at any time, upon unanimous vote of all shareholders. The names and addresses of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Lewis Cohen	19 Red Barn Lane Randolph, NJ 07869
Richard Thompson	111 N.W. 79 th Drive Gainesville, FL 32607
Denia Thompson	111 N.W. 79 th Drive Gainesville, FL 32607
Bob Cohen	1515 N.W. 7 th Place Gainesville, FL 32603
Geralda Pieri	8521 SW 85 th Place Gainesville, FL 32608

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator, the person signing these Articles is:

Name

Address

Richard Thompson

111 N.W. 79th Drive
Gainesville, FL 32607

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The name and office address of the initial Registered Agent of this Corporation is:

Name

Address

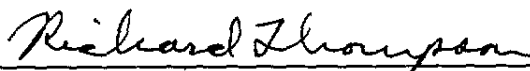
Richard Thompson

111 N.W. 79th Drive
Gainesville, FL 32607

ARTICLE VIII - SPECIFIC NATURE OF BUSINESS

The specific nature of the corporation is develop and market full body scanner.


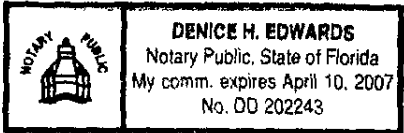

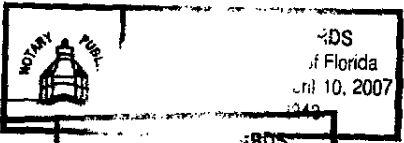
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of April, 2005.



RICHARD THOMPSON
As Incorporator of
D3 Vision, Corp.

STATE OF FLORIDA)
COUNTY OF ALACHUA)

The foregoing instrument was acknowledged before me on this 24 day of April, 2005, by RICHARD THOMPSON, who is personally known to me or who produced FLDL as identification, and who did not take an oath.


NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires:




ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of D3 Vision, Corp.,
a Florida Corporation.

Date: April 7, 2005

By: 
Richard Thompson
Registered Agent

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