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WEBSTER CHAIRES

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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**SCAN DESIGN OF NAPLES, INC.**

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**ARTICLES OF INCORPORATION  
OF  
SCAN DESIGN OF NAPLES, INC.**

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**ARTICLE I**  
**Name and Duration**

The name of the Corporation is **SCAN DESIGN OF NAPLES, INC.** The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

**ARTICLE II**  
**Principal Office**

The address of the principal office and mailing address of the Corporation in the State of Florida is **SCAN DESIGN OF NAPLES, INC. c/o David A. Webster, Webster, Chaires & Partners, P.L., 1936 Lee Road, Suite 101, Winter Park, Florida 32789.**

**ARTICLE III**  
**Registered Office and Agent**

The street address of the registered office in the State of Florida is 1936 Lee Rd., Suite 101, Winter Park, Florida 32789, in the County of Orange, State of Florida. The name of the registered agent at such address is **W&P Services, Inc.**

**ARTICLE IV**  
**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

**ARTICLE V**  
**Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is One Hundred Thousand (100,000) shares of Common Stock ("Common Stock") at One Cent (\$.01) par value per share.

Prepared by David A. Webster  
Webster, Chaires & Partners, P.L.  
1936 Lee Road, Suite 101  
Winter Park, Florida 32789

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ARTICLE VI  
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
W & P Services, Inc.	P.O. Box 2310 Winter Park, Florida 32790-2310

ARTICLE VII  
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders is/are as follows:

<u>Name</u>	<u>Address</u>
JESPER F. KNUDSEN	1153 Bennett Drive Longwood, FL 32750

ARTICLE VIII  
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX  
Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend

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or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X  
Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI  
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Winter Park, Orange County, Florida, this 18th day of January, 2006.

W&P Services, Inc., a Florida Corporation

By:   
David A. Webster, President

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 607, Florida Statutes (1999), as amended from time to time (the "Act"), the following is submitted:

SCAN DESIGN OF NAPLES, INC., desiring to organize or qualify under the laws of the State of Florida as a corporation pursuant to the Act, hereby designates W&P Services, Inc., a Florida Corporation, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1936 Lee Road, Suite 101, Winter Park, Florida 32789-7201.

DATED this 18<sup>th</sup> day of January 2006.

W&P Services, Inc, a Florida Corporation

By: David A. Webster  
David A. Webster, President

Having been named as registered agent to accept service of process for the above named corporation SCAN DESIGN OF NAPLES, INC., at the place designated in this certificate, I, on behalf of W&P Services, Inc., a Florida Corporation, as its president, hereby agree to 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.

DATED this 18<sup>th</sup> day of January, 2006.

W&P Services, Inc., a Florida corporation

By: David A. Webster  
David A. Webster, President

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