



3041 Whisper Lake Lane - Suite "E"  
Winter Park, Florida 32792  
Phone (407) 657-1418 Fax (904) 657-8343

February 17, 1995

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**P95000016236**

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-02/21/95 01061-011  
\*\*\*122.50 \*\*\*122.50

Enclosed, please find the original Articles of Incorporation of InVision Systems Corporation, Inc. together with payment in the amount of \$122.50. Please cause these Articles to be registered with the State of Florida and return the certified copy to:

**JOSEPH S. CARSON**  
InVision Systems Corporation, Inc.  
3041 Whisper Lake Lane - Suite E  
Winter Park, Florida 32792

Please accept my thanks in advance for your assistance.

Very Truly Yours,

*Joseph S. Carson*  
Joseph S. Carson

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P95-16236*



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 22, 1995

**JOSEPH S. CARSON**  
**INVISION**  
**3041 WHISPER LAKE LANE, SUITE E**  
**WINTER PARK, FL 32792**

**SUBJECT: INVISION SYSTEMS CORPORATION, INC.**  
**Ref. Number: W95000004028**

We have received your document for INVISION SYSTEMS CORPORATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

**Brendolyn Bruton**  
Corporate Specialist

Letter Number: 295A00008002

**ARTICLES OF INCORPORATION  
OF  
INVISION SYSTEMS CORPORATION, INC.**

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TELEPHONE ROOM

THE UNDERSIGNED, being above the age of twenty-one (21) years and competent to contract, and being a citizen and resident of the United States of America, for the purposes of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I  
NAME**

The name of the Corporation is **INVISION SYSTEMS CORPORATION, INC.**, and its principal place of business shall be located at 3041 Whisper Lake Lane, Suite "E", Winter Park, Florida 32792.

**ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE**

This corporation shall commence corporate existence upon registration in Florida, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III  
PURPOSES**

The purposes for which the Corporation is organized are as follows:

(a) To engage in the sales and marketing of computer software and hardware products, further to engage in the business of the development of software products; further to engage in the business of conducting seminars, teaching courses, performing consulting activities, or in any other way cause to be communicated to the general public information concerning hardware or software computer products; further, to engage in any activity related in any way whatsoever with the computer industry as defined in its broadest sense.

(b) To engage in any other lawful business enterprise for the purpose of making a profit either in this State or any other state or country as determined by the Board of Directors (the "Board") of the Corporation.

(c) To take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide and otherwise handle, deal in or dispose of real estate, real property, and any interest in or right therein, necessary, incident to or otherwise related to any of the purposes of the Corporation.

(d) To take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise deal in and dispose of the personal property, chattels, chattels real, rights, easements, privileges, choses in action,

notes bonds, mortgages, and securities as may be lawfully acquired, held, or disposed of by the Corporation under the law, necessary or incident to or otherwise related to any of the purposes of the Corporation.

(e) To acquire and take over the whole or any part of the business, property, assets, contracts, or liabilities of any firm, person, or other Corporation engaged in the same or any other business within the scope of the purposes described herein; to acquire any property, real or personal, necessary or reasonably convenient for the carrying on of that business; and generally to do and perform all acts proper or necessary for the purposes of that business.

(f) To exercise all the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and to engage in any and all business activities allowed under Florida law as the same now exist and as hereafter altered.

(g) The foregoing purposes of the Corporation shall be liberally construed both as to objects and powers, and it is expressly and specifically provided that the foregoing enumeration of the specific powers and purposes of the Corporation shall not be held to limit or restrict in any manner the powers of the Corporation conferred by law, whether the same be set forth herein or not.

#### **ARTICLE IV** **AUTHORIZED CAPITAL STOCK**

The aggregate number of shares for which the Corporation shall have authority to issue is Three Hundred Thousand shares of \$1.00 par value common stock. There shall be only one form of stock authorized, that being the common, voting shares. The Corporation may issue and dispose of the authorized stock.

Shares to be issued by this Corporation may be restricted, with respect to the transfer, hypothecation or sale or other disposition under the terms and conditions as specified by the Board of Directors, through resolution, provided that the restriction does not unreasonably restrain the alienation of the shares.

Shares of preferred, non voting stock, may be authorized by a vote of the Board of Directors, in accordance with the Bylaws of the Corporation, but the issuance thereof shall only occur subsequent to receipt by the Corporation for inclusion in its official record book a certified copy of Amended Articles, duly filed with the state, which shall alter the provisions of this section, and which shall bear the signatures of those Directors voting in favor of the Amended Articles.

#### **ARTICLE V** **SHAREHOLDER RIGHTS**

New, unissued or treasury shares shall be issued only upon approval of existing stockholders who shall have the right to purchase, at the offering price, sufficient shares to maintain their relative percentage ownership interest.

## **ARTICLE VI**

### **INTERNAL AFFAIRS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the By-Laws, subject to the following provisions:

(a) At the stockholders' meeting, each stockholder shall be entitled to one vote for each share of stock held in his name, which vote may be cast by him either in person or by proxy, and the affirmative vote of at least **TWO THIRDS PLUS ONE SHARE** of the issued and outstanding shares entitled to vote is required for any stockholder action.

(b) The stockholders of the Corporation are authorized to take any and all action without a meeting, if either before or after the action is taken all stockholders entitled to vote with respect to the matter, sign and file with the Secretary for inclusion in the Corporate Record Book a written consent memorandum showing the nature of the action taken and showing that each stockholder consented to the informal action with respect to the matters and approved the action taken.

(c) The Board is authorized to take any and all action without a meeting through a vote of a majority of its members, if either before or after the action is taken all Directors sign and file with the Secretary for inclusion in the Corporate Record Book a written consent memorandum showing the nature of the action taken; showing that each Director consented to the Board acting informally with respect to the matters; and showing the name of the Directors who approved the action taken and the names of those who opposed it.

(d) The initial By-Laws shall be adopted by the Board. The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board and the stockholders as provided in the By-Laws and may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Florida Business Corporation Act or these Articles.

(e) At a special meeting of the stockholders called expressly for that purpose, Directors may be removed in the manner provided in this Section. All members of the Board may be removed, with or without cause, by a vote of the holders of **TWO THIRDS PLUS ONE SHARE** of the stock then entitled to vote at an election of Directors. No Director shall be entitled to receive notice of, or a hearing with respect to, his removal.

## **ARTICLE VII**

### **REGISTERED AGENT**

The address of the initial registered office of the Corporation is 3041 Whisper Lake Lane, Suite "E", Winter Park, Florida 32792 and the name of its initial registered agent at that address is **Joseph S. Carson**.

## **ARTICLE VIII**

### **NUMBER OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is three. The number of directors may be either increased or diminished from

time to time by the bylaws; provided, however, that the number of directors shall never be less than one. The name and the street address of the initial directors of this Corporation are:

**JOSEPH S. CARSON**  
3041 Whisper Lake Lane - Suite E  
Winter Park, Florida 32792

**JACK AMIN**  
3041 Whisper Lake Lane - Suite E  
Winter Park, Florida 32792

**JOHNI AMIN**  
3041 Whisper Lake Lane - Suite E  
Winter Park, Florida 32792

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TALLAHASSEE, FLORIDA

**ARTICLE IX**  
**AMENDMENT**

The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by law.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the Incorporator is:

**JOSEPH S. CARSON**  
3041 Whisper Lake Lane - Suite E  
Winter Park, Florida 32792

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, further, the undersigned expressly states that he is familiar with and fully accepts the duties and responsibilities as registered agent of the corporation, and does hereby subscribe thereto and hereunder set his name and seal this Seventeenth day of February, 1995.

  
**JOSEPH S. CARSON**

**STATE OF FLORIDA  
COUNTY OF LAKE**

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **JOSEPH S. CARSON** who produced a Florida Drivers License as identification and did take an oath and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same. WITNESS my hand and seal in the County and State last aforesaid this Seventeenth day of February, 1995.

My Commission Expires:

OFFICIAL NOTARY SEAL  
JOAN D SPOONER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC319658  
MY COMMISSION EXP. SEPT 28, 1997

  
**JOAN D. SPOONER - NOTARY PUBLIC**