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UNIVERSAL IMAGING, INC.
P. O. Box 941151
Maitland, FL 32794-1151
Telephone 407-831-3011
201 Park Lane, Suite 300
Altamonte Springs, FL 32701
Facsimile 407-831-3659

State of Florida-Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399

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April 20, 1994

Re: UNIVERSAL IMAGING, INC.

Please find enclosed the articles of incorporation and the minutes to the organizational meeting for the above mentioned new company along with check #249 payable to the State of Florida - Division of Corporations in the amount of \$70.00.

Please contact me if you have any questions or need any additional information.

Thank you.



David van Gelder
Registered Agent

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RECEIVED STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF A CORPORATION FOR PROFIT

The following Articles of Incorporation are executed to establish a Corporation under the laws of the State of Florida.

ARTICLE 1 - The name and address of the Corporation shall be:

UNIVERSAL IMAGING, INC. 201 Park Place, Suite 306, Altamonte Springs FL 32701

ARTICLE 2 - INCORPORATOR/INITIAL DIRECTOR/REGISTERED AGENT AND REGISTERED ADDRESS:

DAVID VAN GELDER, 201 Park Place, Suite 306, Altamonte Springs, FL 32701

ARTICLE 3 - AUTHORIZED SHARES (Stocks: Number and Par Value Per Share):

One Thousand (1,000) Shares at Ten Cents (\$0.10) per share.

The Stockholders shall have the right to increase the amount of authorized shares either with or without nominal or par value and to provide the designation, preference, voting power of, and other restrictions on said shares. The stockholders shall be the sole judges of the value of the property, right or thing exchanged for such shares and their judgment of such value shall be conclusive.

ARTICLE 4 - POWERS, PURPOSES, EXISTENCE AND COMMENCEMENT:

This Corporation shall have all the powers conferred upon Corporations or Professional Associations and may engage in any business or activity, permitted by the laws of the State of Florida. This Corporation shall have perpetual existence and shall commence such existence on the date these articles are executed and acknowledged if the same are filed with the Secretary of the State of Florida within five (5) days of said execution. If said articles are not filed with the Secretary of State of the State of Florida within five (5) days, the Corporation shall commence its existence on the date these articles are filed with said Secretary of State.

ARTICLE 5 - STATED CAPITAL:

The stated capital of this Corporation shall be the sum of the par value of all shares of the Corporation having a par value that have been issued and not cancelled.

ARTICLE 6 - AMENDMENTS TO ARTICLES:

Every amendment to these Articles shall be approved by the stockholders by a majority of the shares entitled to vote thereon at a meeting called for such purposes.

ARTICLE 7 - STOCKHOLDERS ACTING IN LIEU OF DIRECTORS/OFFICERS:

The business of this Corporation shall be conducted by the stockholders of this Corporation acting as, and in lieu of, directors. The stockholders shall be deemed directors of this Corporation when their purchase, or transfer of stock has been recorded in the stock ledger of this Corporation and shall collectively constitute the Board of Directors. Any action required by law to be performed by directors shall be taken by the stockholders acting as directors. Each stockholder shall have votes equal to the number of voting shares owned by such stockholder. The initial director shall hold the organizational meeting of this Corporation or otherwise ratify the actions of the incorporator who may have conducted said meeting. Any action of the stockholders may be taken without a formal meeting if written consent setting forth the action taken is signed by a minimum of two-thirds (2/3) majority of the stockholders entitled to vote if a meeting had been held. Said consent shall have the effect of a unanimous vote of the stockholders. In addition to the stockholders, the business of this Corporation shall be conducted by such officers as may be set forth in the By-Laws of this Corporation. The stockholders shall have the right to (1) issue unissued or treasury shares of this Corporation for securities of this Corporation convertible into a right, to subscribe or acquire shares of this Corporation and containing such conditions or rights, including preemptive rights, as the stockholders may deem proper, (2) limit the transferring, assigning, pledging, deviating, and bequeathing of the stock of this Corporation and all other matters permitted by the Laws of the State of Florida in any agreement among themselves, (3) approve the reasonable charges and expenses of incorporating this Corporation, including attorneys fees and costs and the reasonable expenses and compensation for the sale or underwriting of the shares of this Corporation. The same may be allowed to be paid out of the consideration received by the Corporation for the issuance of the shares without thereby impairing the fully paid and non-assessable status of such shares, and (4) adopt, alter, amend, or repeal the By-Laws of this Corporation. The By-Laws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with law or these Article of Incorporation. Any stockholder may appoint another person to serve in the stockholders stead.

IN WITNESS WHEREOF, I execute these Articles of Incorporation.

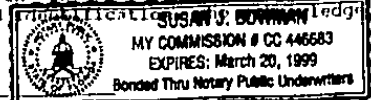
The undersigned is the duly registered agent of this Corporation.

Incorporator/Initial Director

Registered Agent

STATE OF FLORIDA, COUNTY OF SEMINOLE - ACKNOWLEDGMENT: Before me personally appeared the Incorporator/Initial Director and Registered Agent known to me to be the person described herein or has produced valid identification and acknowledged to me that he executed these Articles.

Dated on 4/20/95



MINUTES OF ORGANIZATIONAL MEETING OF UNIVERSAL IMAGING, INC.

The organizational meeting of this Corporation was held on the date set forth below and the incorporator conducted the organizational meeting by declaring that the By-Laws of this Corporation are set forth below and the following are the officers: DAVID VAN GELDER, President, Director, Chief Executive Officer, Treasurer, 400 Voting Shares, and RICHARD J. KIRKWOOD, Chairman of the Board, Director, Secretary, 400 Voting Shares, Yes.

DAVID VAN GELDER, President, Director, Chief Executive Officer, Treasurer, 400 Voting Shares, Yes
RICHARD J. KIRKWOOD, Chairman of the Board, Director, Secretary, 400 Voting Shares, Yes

ARTICLE 1. AMENDMENTS. These By-Laws may be amended by an affirmative vote of the stockholders representing fifty-one (51%) percent of the voting capital stock at a meeting called for such purpose, provided that a written notice shall have been sent to each stockholder of record at his last known post office address at least ten (10) days before the date of such meeting. Such notice shall state the amendments which are proposed to be made in these By-Laws. Only such changes as have been specified in the notice shall be made. These By-Laws may, however, be amended without any previous notice if all the stockholders with voting shares give written consent to such amendments.

ARTICLE 2. PRINCIPAL OFFICES. The Principal office of this Corporation is set forth in the Articles of Incorporation. The same may be changed or additional offices established, within or without the State of Florida as the stockholders with voting shares may direct.

ARTICLE 3. MEETING OF STOCKHOLDERS.
a. **QUORUM.** The presence of fifty-one (51%) percent of the voting capital stock, in person or by proxy, shall constitute a Quorum and the subsequent withdrawal of any stockholders shall not effect the validity of any action taken.

b. **NOTICE.** There shall be at least one annual meeting of the stockholders each year which shall be held on the first Monday of the anniversary month of each year at one o'clock in the afternoon. All other meetings shall be at the call of the President, the Secretary, or by request of the stockholders with voting shares of at least ten (10%) percent of this Corporation and shall be held within no less than ten (10) days, nor more than thirty (30) days of such call or request.

c. **PLACE.** All stockholders meeting shall be at the principal office of the Corporation or at such place as a request by stockholders with voting shares may direct if the principal office are not available.

d. **WRITTEN NOTICE.** Written notice of all stockholder meetings shall be given by the secretary to each stockholder of record, either by personal service upon, or by certified mail return receipt requested to the address of each and shall designate the date, time, and place thereof.

e. **WAIVER OF NOTICE.** Waiver of notice may be made by the presence of all stockholders with voting shares, in person or by proxy, by written waiver of all stockholders with voting shares, in person or by proxy, or by written waiver of the absent stockholders with voting shares.

f. **VOTING.** At all meetings of the stockholders, all questions shall be determined by a majority vote of the stockholders with voting shares, present in person or by proxy; provided, however, that any qualified voter may demand a stock vote, in which case each stockholder with voting shares present, in person or by proxy, shall be entitled to cast one vote for each share of voting stock owned or represented by him. All voting shall be viva voce, except that a stock vote shall be by ballot, each of which shall state the name of the stockholder with voting shares, voting and the number of voting shares owned by him, and in addition, if a ballot be cast by proxy, the name of the proxy shall be stated.

g. **ORDER OF BUSINESS.** The following shall be the order of business at all meetings of the stockholders:
Roll call, proof of notice of meeting or waiver of notice, reading of minutes of preceding meeting, reports of officers, reports of committees, unfinished business, new business.

ARTICLE 4. MANAGEMENT, OFFICERS AND DUTIES. The management of the affairs and business of this Corporation shall be conducted by the stockholders with voting shares acting in lieu of directors who shall act through the officers of this Corporation. The following officers, when elected by the stockholders with voting shares shall have the following duties:

a. **THE PRESIDENT** shall preside at all meetings of the stockholders, present a report of the conditions of the business of the Corporation at each regular meeting of the stockholders, call regular and special meetings of the stockholders in accordance with these By-Laws, make and sign all contracts and agreements in the name of the Corporation, and see that they are properly fulfilled, see that the books, reports, statements and certificates required by law are properly kept, made and filed according to the law, sign all certificates of stock, notes, drafts or bills of exchange, warrants and other orders for the payment of money duly drawn by treasurer, enforce these By-Laws and perform all duties incident to said office and which are required by law.

b. **THE VICE-PRESIDENT** shall during the absence and/or inability of the president, render and perform the duties or exercise the power of the president, as set forth in these By-Laws or directed by the stockholders with voting shares.

c. **THE SECRETARY** shall keep the minutes of all meetings of the stockholders in appropriate books, act as the custodian of the records and Seal of the Corporation and affix the latter when required, give and serve all notices of the Corporation, keep the stock and transfer books in the manner prescribed by law so as to show at all times the amount of capital stock, the names of the owners thereof, their respective address, the number of shares owned by each, the time at which each person became such owner and the amount paid thereon, and keep such stock and transfer books open daily during business hours at the office of the Corporation, subject to the inspection of any stockholder with voting shares of the Corporation, and permit such stockholder to make extracts from and books to the extent and as prescribed by law, sign all certificates of stock, present to the stockholders at their stated meetings all communications addressed to him officially by the president or any officer of the shareholders of the Corporation, attend to all correspondence and perform all duties incident to said office.

d. **THE TREASURER** shall have the care and the custody, and be responsible for all funds and securities of the Corporation, and deposit of all such funds in the name of the Corporation in such banks, trust companies or safe deposit vaults as the stockholders with voting shares may designate, sign, make and endorse in the name of the Corporation, all checks, drafts, warrants and orders for the payment of the money and pay out and dispose of the same and receipts thereof, exhibit at all responsible times the books and accounts to any stockholder with voting shares of the Corporation upon application at the office of the Corporation during business hours, render a full financial report of the Corporation at each regular meeting of the stockholders and at such other times as shall be required, keep at the office of the Corporation, correct books of the account of all its business and transactions and such other books of account as the stockholders with voting shares may require, do and perform all duties appertaining to said office. All checks, drafts, warrants, withdrawals and orders for payment from this Corporation shall require two signatures, that being the President and the Secretary.

ARTICLE 5. ELECTION, TERMS, VACANCIES, REMOVALS, RESIGNATION, AND COMPENSATION. All officers shall be elected at the annual meeting and shall serve until a duly elected successor is chosen by the stockholders with voting shares. Vacancies in any office shall be filled by the stockholders with voting shares at a meeting called for such purpose. Any officer, agent or employee may be removed by a majority vote of the stockholders with voting shares at any time, with or without cause. Officers, agents, and employees may resign by written notice to the president. Compensation of officers, agents, and employees shall be determined by the stockholders with voting shares.

ARTICLE 6. DIVIDENDS. The stockholders with voting shares shall by vote declare dividends from the surplus profits of the Corporation whenever, in their option, the condition of the Corporation's affairs will render it expedient.

ARTICLE 7. OBLIGATIONS OF THE CORPORATION. All obligations of the Corporation, including bills payable, notes, checks, negotiable instruments, etc., shall be made in the name of the Corporation and shall be signed by the president and the secretary. No officer or agent of the Corporation, either individually or jointly with others, shall have the power to make any bill payable, note, check, draft, warrant, negotiable instruments, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name or behalf of the Corporation, except as herein expressly provided.

ARTICLE 8. CERTIFICATES OF STOCK/SEAL. Certificates of stock shall be numbered and registered in the order in which they are issued and exhibit the name of the owner and the number of shares owned. Said certificates shall be signed by the president and countersigned by the secretary and sealed with the seal of the Corporation. The stock of the Corporation shall be assigned and transferable on the books of the Corporation only by the person in whose name it appears on said books, or his legal representative, IN ACCORDANCE WITH THE FOLLOWING CONDITIONS: Upon David van Gelder or Richard J. Kirkwood transferring or assigning any shares to any other party, including immediate family members, a minimum of ten (10) shares must be immediately transferred to the other party at a cost of one (1) dollar or ten (10) cents per share. Unless the transfer or assigning of any shares is to an immediate family member (Mother, Father, Sister, Brother, Spouse, or Children), the other shareholder has the right to first refusal to purchase any or all of the four hundred and ninety (490) shares at an agreed upon price, to be later determined in a Buy & Sell Agreement. There must be a written agreement for the transfer or assignment of any shares of stock which shall include a requirement for the party to whom the stock is transferred or assigned to agree to abide by these conditions regarding the transfer or assigning of any or all of that party's stock. In case of transfer by attorney, duly executed and acknowledged, shall be deposited with the secretary. In all cases of transfer the former certificate must be surrendered and cancelled before a new certificate may be issued. Transfers shall be made upon the books of the Corporation within ten (10) days next preceding of the regular meeting of the stockholders. A specimen of the stock certificate immediately follows this page with the seal of the Corporation in place of the seal.

REVIEWED AND APPROVED BY

David van Gelder, Incorporator

DATED ON

4/20/95

THE UNDERSIGNED RATHERLY the above and as all actions taken by the incorporator to incorporate this corporation

Richard J. Kirkwood

DATED ON

4/20/95