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VIRTUAL IMAGING, INC.

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CERTIFICATE
OF
VIRTUAL IMAGING, INC. SECRETARY OF STATE
(the "Certificate") TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the President of Virtual Imaging, Inc., a Florida corporation (the "Corporation"), hereby certifies the following:

1. Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), the board of directors of the Corporation (the "Board") has, by action by written consent of directors pursuant to Section 607.0821 of the FBCA (the "Director's Action"), on May 6, 2008 restated the Articles of Incorporation of the Corporation (the "Restated Articles"). A true and correct copy of which Restated Articles are attached hereto as Exhibit 1.

2. The Restated Articles contain amendments (the "Amendments") to the existing articles of incorporation requiring shareholder approval. Such Amendments were duly adopted on May 6, 2008 by action by written consent of shareholders pursuant to Section 607.0704 of the FBCA (the "Shareholder Action"), and such Shareholder Action was sufficient for approval.

3. The Restated Articles shall be deemed to be effective as of the start of business on May 9, 2008.

4. The date of this Certificate is May 6, 2008.

Virtual Imaging, Inc., a Florida corporation

By: 
Timothy Martinson, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
- (c.) Boca Raton, Florida 33486
- (d.) (561) 361-9300
- (e.) ((H08000124404 3)))
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT 1
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VIRTUAL IMAGING, INC.

ARTICLE I - NAME

The name of this Corporation is Virtual Imaging, Inc.

ARTICLE II - ADDRESS

The street address and mailing address of the principal office of the Corporation is 720 South Powerline Road, Suite E, Deerfield Beach, Florida 33442, or at such other place as may be subsequently designated by the Board of Directors.

ARTICLE III - CORPORATE AUTHORITY

The Corporation is organized for the purpose of transacting any and all lawful activities of business for which corporations may be formed under the Florida Business Corporations Act (the "FBCA"). The business and affairs of the Corporation shall at all times be managed subject to the provisions of, and the powers of the board of directors (the "Board of Directors") and shareholders of the Corporation shall be defined, limited and regulated as provided in, the Shareholders Agreement dated May 9, 2008 among the Corporation and the shareholders of the Corporation named therein (as amended from time to time in accordance with the provisions thereof, the "Shareholders Agreement"). Without limiting the foregoing, the Corporation shall not issue or agree to issue any shares of any class or series, or issue or grant, or agree to issue or grant, any rights or options to subscribe for, purchase, or otherwise acquire, or any securities, instruments or other rights convertible into or exchangeable for, any shares of any class or series or any rights, options or securities exercisable for, convertible into or exchangeable for any shares of any class or series (all of the foregoing "Capital Share Equivalents"), except in accordance with the provisions of the Shareholders Agreement.

ARTICLE IV - CAPITALIZATION

A. Authorized Shares.

The total number of shares of all classes which this corporation is authorized to issue is 305,000,000 shares, consisting of:

- (i) 300,000,000 common shares, par value of \$.0001 ("Common Shares"); and
- (ii) 5,000,000 preferred shares, par value of \$.0001 ("Preferred Shares"), of which all 5,000,000 Preferred Shares are designated Series A Preferred Shares (the "Series A Preferred Shares") having the preferences and relative, participating, optional or other special rights and the qualifications, limitations or restrictions set forth below in Section C of this Article IV.

B. Common Shares.

1. **Dividends and Distributions.** The holders of Common Shares shall be entitled to receive, when and as declared by the Board of Directors of the Corporation (the "Board of Directors"), out of any assets of the Corporation legally available therefor, dividends as provided in Section C.1 of this Article IV.

2. **Liquidation Rights.** Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Section C.2 of this Article IV.

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
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- (d.) (561) 361-9300
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3. Redemption. The Common Shares are not redeemable.

4. Voting Rights. Each holder of Common Shares shall be entitled to one vote, in person or by proxy, for each Common Share outstanding in his or her name on the share transfer books of the Corporation. The holders of Common Shares shall vote, together with any other class or series of shares of the Corporation entitled to vote therewith, as a single class on all matters to be voted on by the holders of Common Shares.

C. Preferred Shares.

1. Dividends and Distributions.

(a) Dividends (other than dividends payable solely in Common Shares to holders of Common Shares), when, as and if declared by the Board of Directors out of funds legally available for such purpose, shall be paid ratably among the holders of the Common Shares and the Series A Preferred Shares (based on the number of Common Shares into which the Series A Preferred Shares are convertible on the date the dividend is paid). No dividends or other distributions (other than dividends payable solely in Common Shares to holders of Common Shares) shall be paid or set apart for payment on the Common Shares unless simultaneously paid or set apart for payment, as the case may be, on a pari passu basis on the Series A Preferred Shares. Dividends shall be payable to holders of record as they appear on the share transfer books of the Corporation on such record dates as shall be fixed by the Board of Directors.

(b) Any reference to "dividend" contained in this Section C.1 shall not be deemed to include any dividend paid in connection with a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (including a consolidation or merger of the Corporation with any other corporation or other entity, or a sale or transfer of all or substantially all of the assets of the Corporation, in either case effected in connection with or as part of a plan for the liquidation, dissolution or winding up of the Corporation); any such dividend shall be a distribution subject to Section C.2 of this Article IV.

2. Liquidation Preference. In the event of a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (including a consolidation or merger of the Corporation with any other corporation or other entity, or a sale or transfer of all or substantially all of the assets of the Corporation, in either case effected in connection with or as part of a plan for the liquidation, dissolution or winding up of the Corporation), the holders of Series A Preferred Shares shall be entitled to receive out of the assets of the Corporation, whether such assets constitute stated capital or surplus of any nature, an amount equal to the Series A Liquidation Preference per Series A Preferred Share (the "Series A Liquidation Preference"), before any payment shall be made or any assets distributed to the holders of Common Shares. For purposes hereof, the "Series A Liquidation Preference" shall mean, for each Series A Preferred Share, \$4.72 or, if greater, the price at which such Series A Preferred Share was purchased by the original holder thereof (as adjusted for combinations, consolidation, subdivisions or share splits after the date upon which the Series A Preferred Shares were first issued); "the price at which such Series A Preferred Share was purchased", for purposes of the foregoing, includes the price paid by the original holder for Common Shares for which the Series A Preferred Shares were exchanged. The entire assets of the Corporation available for distribution after the Series A Liquidation Preference is fully met shall be distributed ratably among the holders of the Common Shares, the Series A Preferred Shares (based on the number of Common Shares into which the Series A Preferred Shares are convertible on the date the distribution is declared).

3. Conversion. The holders of the Series A Preferred Shares shall have conversion rights as follows:

(a) Right to Convert.

(i) Optional Conversion. Holders of Series A Preferred Shares may, at their option upon surrender of the certificates therefor, convert any or all of their Series A Preferred Shares into fully paid and nonassessable Common Shares (and such other securities and property as they may be entitled to, as hereinafter provided) at any time after issuance thereof. Each Series A Preferred Share shall be convertible at the office of any transfer agent for the Series A Preferred Shares, and at such other office or offices, if any, as the

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) (((H08000124404 3)))
- (e.) Florida Bar No. 180595

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Board of Directors may designate, into fully paid and nonassessable Common Shares (calculated as to each conversion to the nearest 1/100th of a share) at a rate (the "Series A Conversion Rate") equal to the Series A Liquidation Preference for such Series A Preferred Share divided by the Series A Conversion Price for such Series A Preferred Share. For purposes hereof, the "Series A Conversion Price" for each Series A Preferred Share shall initially be its Series A Liquidation Preference, subject to adjustment as provided in Section C.3(c) of this Article IV.

(ii) Automatic Conversion. All outstanding Series A Preferred Shares shall be automatically converted into Common Shares at the Series A Conversion Rate upon the earlier to occur of (x) the consummation of an underwritten initial public offering of the Common Shares pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), the public offering price per share of which is not less than \$7.08 (as adjusted for share dividends, share splits, combinations, recapitalizations or the like with respect to the Common Shares), which results in proceeds to the Corporation, after underwriters discounts and commissions of not less than \$30,000,000 ("Qualified IPO") or (y) vote of holders of at least two-thirds of the then outstanding Series A Preferred Shares to cause such conversion into shares of Common Shares (conversion pursuant to either of the foregoing clause (x) or clause (y), an "Automatic Conversion").

(iii) Reservation of Shares Issuable Upon Conversion. A number of the authorized but unissued Common Shares sufficient to provide for the conversion of the Series A Preferred Shares outstanding upon the basis herein provided shall at all times be reserved by the Corporation, free from preemptive rights, for such conversion. If the Corporation shall issue any securities or make any change in its capital structure which would change the number of Common Shares into which each Series A Preferred Shares shall be convertible as herein provided, the Corporation shall at the same time also make proper provision so that thereafter there shall be a sufficient number of Common Shares authorized and reserved, free from preemptive rights, for conversion of the outstanding Series A Preferred Shares on the new basis.

(b) Mechanics of Conversion. Before any holder of Series A Preferred Shares shall be entitled to convert the same into Common Shares and to receive certificates therefor, such holder shall surrender the certificate or certificates therefor, duly endorsed (or if the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed, an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates), at the office of the Corporation or of any transfer agent for the Series A Preferred Shares, and give written notice to the Corporation at such office that he or she elects to convert the same and shall state therein the name or names in which the certificate or certificates for Common Shares are to be issued; provided, that in the event of an Automatic Conversion, the outstanding Series A Preferred Shares shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, and provided further, that the Corporation shall not be obligated to issue certificates evidencing Common Shares issuable upon such Automatic Conversion unless the certificates evidencing such Series A Preferred Shares are either delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. The Corporation shall, as soon as practicable after such delivery, or such agreement and indemnification in the case of a lost certificate, issue and deliver to such holder of Series A Preferred Shares, or to the nominee or nominees of such holder, a certificate or certificates for the number of Common Shares to which such holder shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional Common Shares. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the Series A Preferred Shares to be converted, or in the case of Automatic Conversion the effective date thereof, and the person or persons entitled to receive the Common Shares issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Shares on such date. The Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of Common Shares or other securities or property upon conversion of Series A Preferred Shares in a name other than that of the holder of the Series A Preferred Shares being converted, nor shall the Corporation be required to issue or deliver any such shares or other securities or property unless and until the person or persons requesting the issuance thereof shall have paid to the Corporation the amount of any such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
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- (c.) (561) 361-9300
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(c) Conversion Rate; Adjustments. Notwithstanding anything in this Section C.3(c) to the contrary, no change in the Series A Conversion Price shall be made until the cumulative effect of the adjustments called for by this Section C.3(c) since the date of the last change in the Series A Conversion Price would change the Series A Conversion Rate by more than 1%. However, once the cumulative effect would result in such a change, then the Series A Conversion Rate shall be changed to reflect all adjustments called for by this Section C.3(c) and not previously made. Subject to the foregoing, the Series A Conversion Rate and the Series A Conversion Price shall be adjusted from time to time as follows:

(A) In case of any consolidation or merger of the Corporation with any other corporation or other entity (other than a wholly owned subsidiary of the Corporation), or in case of any sale or transfer of all or substantially all of the assets of the Corporation, or in case of any share exchange pursuant to which all of the outstanding shares of Common Shares are converted into other securities or property, the Corporation shall, prior to or at the time of such transaction, make appropriate provision or cause appropriate provision to be made so that the holders of the Series A Preferred Shares then outstanding shall have the right thereafter to convert such Series A Preferred Shares into the kind and amount of shares and other securities and property receivable upon such consolidation, merger, sale, transfer or share exchange by a holder of the number of Common Shares into which such Series A Preferred Shares could have been converted immediately prior to the effective date of such consolidation, merger, sale, transfer or share exchange. If in connection with any such consolidation, merger, sale, transfer or share exchange, each holder of Common Shares is entitled to elect to receive either securities, cash or other assets upon completion of such transaction, the Corporation shall provide or cause to be provided to each holder of Series A Preferred Shares the right to elect the securities, cash or other assets into which the Series A Preferred Shares held by such holder shall be convertible after completion of any such transaction on the same terms and subject to the same conditions applicable to holders of the Common Shares (including, without limitation, notice of the right to elect, limitations on the period in which such election shall be made and the effect of failing to exercise the election).

(B) In case the Corporation shall (i) pay a dividend or make a distribution on its Common Shares in shares of any class or series, (ii) subdivide its outstanding Common Shares into a greater number of shares, (iii) combine the shares of its outstanding Common Shares into a smaller number of shares, or (iv) issue by reclassification of its Common Shares any shares of any class or series, then in each such case the Series A Conversion Rate in effect immediately prior thereto shall be proportionately adjusted so that each holder of any Series A Preferred Shares thereafter surrendered for conversion shall be entitled to receive, to the extent permitted by applicable law, the number and kind of shares of the Corporation which such holder would have owned or have been entitled to receive after the happening of such event had such Series A Preferred Shares been converted immediately prior to the record date for such event (or if no record date is established in connection with such event, the effective date for such action). An adjustment pursuant to this subparagraph (B) shall become effective immediately after the record date in the case of a share dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or reclassification.

(C) If on or after the date hereof the Corporation shall issue, or shall be deemed to have issued in accordance with subparagraph (E) of this Section C.3(c), Additional Shares (as hereinafter defined) without consideration or for a consideration per share less than a Series A Conversion Price then in effect on the date and immediately prior to such issue, then and in each such event, such Series A Conversion Price shall be reduced concurrently with such issue to the lowest net price per share at which any such Common Share has been issued or sold or is deemed to have been issued or sold. For the avoidance of doubt, adjustment required pursuant to this subparagraph (C) shall be applicable to Series A Preferred Shares which are issued after the date of an issuance or deemed issuance of Additional Shares at a consideration requiring a reduction in the Series A Conversion Price, as well as to Series A Preferred Shares already outstanding as of such date. For purposes of this subparagraph (C), "Additional Shares" shall mean all Common Shares issued by the Corporation after the date hereof other than Common Shares issued or issuable at any time (i) upon conversion of the Series A Preferred Shares; and (ii) as described in subparagraphs (A) and (B) of this Section C.3(c). No adjustment to the Series A Conversion Price shall have the effect of increasing the Series A Conversion Price above the Series A Conversion Price, in effect immediately prior to such adjustment, or shall be made in respect of the issuance or deemed issuance of Common Shares other than Additional Shares.

- (a.) Edward H. Gilbert, Esq.
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Boca Raton, Florida 33486
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- (d.) (((H080001244(04 3)))
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(D) For the purpose of making any adjustment in the Series A Conversion Price as provided above, the consideration received by the Corporation for any issue or sale of Common Shares will be computed:

(1) to the extent it consists of cash, as the amount of cash received by the Corporation before deduction of any offering expenses payable by the Corporation and any underwriting or similar commissions, compensation, or concessions paid or allowed by the Corporation in connection with such issue or sale;

(2) to the extent it consists of property other than cash, at the fair market value of that property as reasonably determined in good faith by the Board of Directors; provided, that if the holders of the majority of the Series A Preferred Shares then outstanding shall object in writing to such valuation, the Corporation shall retain, at its own cost and expense, an independent consulting firm or other arbiter with the technical ability to evaluate the noncash consideration (such arbiter subject to the approval of a majority of the holders of the outstanding Series A Preferred Shares) to conduct a valuation of such consideration, such valuation to be binding upon all holders of shares of all classes and series; and

(3) if Common Shares are issued or sold together with other shares or securities or other assets of the Corporation for a consideration which covers both, as the portion of the consideration so received that may be reasonably determined in good faith by the Board of Directors to be allocable to such Common Shares.

(E) If the Corporation grants any rights or options to subscribe for, purchase, or otherwise acquire Common Shares, or issues or sells any security convertible into or exchangeable for Common Shares, then, in each case, the Corporation shall be deemed to have issued Common Shares as of the date of such grant of rights or options or issuance or sale of convertible or exchangeable securities, at a price per Common Shares issuable equal to the amount determined by dividing the total amount, if any, received or receivable by the Corporation as consideration for the granting of the rights or options or the issue or sale of the convertible or exchangeable securities, plus the minimum aggregate amount of additional consideration payable to the Corporation on exercise, conversion or exchange of the securities, by the maximum number of Common Shares issuable on the exercise, conversion or exchange. Such granting or issue or sale will be considered to be an issue or sale for cash of the maximum number of Common Shares issuable on exercise, conversion or exchange at the price per share determined under this subparagraph, and the Series A Conversion Price will be adjusted as above provided to reflect (on the basis of that determination) the issue or sale. No further adjustment of the Series A Conversion Price will be made as a result of the actual issuance of Common Shares on the exercise of any such rights or options or the conversion or exchange of any such convertible or exchangeable securities.

(F) Upon the redemption or repurchase of any of the convertible or exchangeable securities referred to in subparagraph (E) of this Section C.3(c) or the expiration or termination of any of the rights or options referred to in subparagraph (E) of this Section C.3(c), the Series A Conversion Price will be readjusted to such price as would have been obtained had the adjustment made upon their issuance been made upon the basis of the issuance of only the number of such securities as were actually converted into, exchanged for, or exercised with respect to, Common Shares. If the purchase price or conversion or exchange rate provided for in any such security changes at any time, then, upon such change becoming effective, the Series A Conversion Price then in effect will be readjusted forthwith to such price as would have been obtained had the adjustment made upon their issuance been made upon the basis of the changed purchase price or conversion or exchange rate.

(G) Whenever the Series A Conversion Rate or Series A Conversion Price is adjusted as herein provided, the Corporation shall send to each transfer agent for the Series A Preferred Shares and the Common Shares, and to the principal securities exchange, if any, on which the Series A Preferred Shares or Common Shares are traded, or the NASDAQ National Market System if the Series A Preferred Shares or Common Shares is admitted for quotation thereon, a statement signed by the Chairman of the Board, the President or any Vice President of the Corporation and by its Treasurer or its Secretary stating the adjusted Series A Conversion Rate, or Series A Conversion Price, as applicable, determined as provided in this Section C.3(c); and

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
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- (d.) (((H08000124404 3)))
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any adjustment so evidenced, given in good faith, shall be binding upon all shareholders and upon the Corporation. Whenever the Series A Conversion Rate or Series A Conversion Price is adjusted, the Corporation shall give notice by mail to the holders of record of Series A Preferred Shares, setting forth the adjustment and the new Series A Conversion Rate or Series A Conversion Price, as applicable. Notwithstanding the foregoing notice provisions, failure by the Corporation to give such notice or a defect in such notice shall not affect the binding nature of such corporate action of the Corporation.

(H) Whenever the Corporation shall propose to take any of the actions specified in subparagraphs (A), (B) or (C) of this Section C.3(c) which would result in any adjustment in the Series A Conversion Rate or the Series A Conversion Price, the Corporation shall cause a notice to be mailed at least 30 days prior to the date on which the books of the Corporation will close or on which a record will be taken for such action to the holders of record of the outstanding Series A Preferred Shares on the date of such notice. Such notice shall specify the action proposed to be taken by the Corporation and the date as of which holders of record of the Common Shares shall participate in any such actions or be entitled to exchange their Common Shares for securities or other property, as the case may be. Failure by the Corporation to give such notice or any defect in such notice shall not affect the validity of the transaction.

4. Redemption. The Series A Preferred Shares are not redeemable.

5. Voting Rights. Except as otherwise expressly provided herein or by law, the holder of each of Series A Preferred Shares shall have the right to one vote for each Common Share into which such Series A Preferred Share could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Shares, and shall be entitled, notwithstanding any other provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of the Corporation (the "Bylaws"), and shall be entitled to vote, together with holders of Common Shares (collectively, and not as a separate class unless otherwise expressly provided herein or by law), with respect to any question upon which holders of Common Shares have the right to vote, including election of directors.

6. Protective Provisions.

(a) The Corporation shall not, except upon the affirmative vote of a majority of the then outstanding Series A Preferred Shares, voting separately as a class:

(i) amend or repeal any provision of, or add any provision to, this Corporation's Articles of Incorporation if such action would adversely alter or change the preferences, rights, privileges, or powers of, or the restrictions provided for the benefit of or imposed upon, the Series A Preferred Shares; or

(ii) authorize any class of shares other than the Common Shares and the Preferred Shares or any series of shares of any class other than the Series A Preferred Shares, if such class or series has rights, preferences and privileges senior to, or on a parity with, the rights, preferences and privileges of the Series A Preferred Shares, or increase the authorized number of Series A Preferred Shares, or issue any shares of any Series A Preferred Shares other than to a person who is already a holder thereof.

(b) The provisions of subparagraph (a) of this Section C.6 are not intended to, and shall not be construed so as to, limit any of the rights of the holders of the Series A Preferred Shares under the Shareholders Agreement.

7. Notice.

(a) Without limitation to the Corporation's obligations under Section C.3(H) of this Article IV, the Corporation shall give each holder of record of Series A Preferred Shares written notice of an impending recapitalization, reorganization, reclassification, consolidation, merger, sale of all or substantially all of the Corporation's assets or other transaction which is effected in such a manner that holders of Common Shares are entitled to receive (either directly or upon subsequent liquidation) cash, securities or assets with respect to or in exchange for Common Shares not later than 20 days prior to the shareholders' meeting called to approve such

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
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- (d.) ((H08000124404 3)))
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transaction, or 20 days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of such notices shall describe the material terms and conditions of the impending transaction, and the Corporation shall thereafter give such holders prompt notice of any material changes. The transaction shall in no event take place sooner than 20 days after the Corporation has given the first notice provided for herein or sooner than 20 days after the Corporation has given notice of any material changes provided for herein; provided, that such periods may be shortened upon the written consent of the holders of Series A Preferred Shares that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then outstanding Series A Preferred Shares.

(b) In the event the requirements of Section C.7(a) of this Article IV are not complied with, the Corporation shall forthwith either cause the closing of the transaction to be postponed until such requirements have been complied with, or cancel such transaction, in which event the rights, preferences and privileges of the holders of the Series A Preferred Shares shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in the aforesaid Section C.7(a).

D. Shares Subject to Purchase Option.

All Common Shares and other Capital Share Equivalents now or hereafter outstanding or effective, including all such issued upon the affirmative vote or other consent of the holders of the Series A Preferred Shares in accordance with the provisions hereof, shall at all times be subject to the purchase option granted or to be granted, pursuant to the Share Purchase and Option Agreement dated May 7, 2008 among the Corporation and the shareholders of the Corporation named therein, to the initial holder of Series A Preferred Shares named therein.

ARTICLE V - REGISTERED AGENT

The registered agent and street address of the registered office of the Corporation is:

E.H.G. Resident Agents, Inc.
5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486

ARTICLE VI - DIRECTORS

At each annual or special meeting called for the purpose of electing directors, the holders of the Series A Preferred Shares, voting as a separate class, shall be entitled to elect one member of the Board of Directors. All other members of the Board of Directors shall be elected by the holders of the Common Shares and the Series A Preferred Shares, voting together as a single class as provided in Section C.5 of Article IV. In the case of any vacancy in the office of a director elected by the holders of the Series A Preferred Shares, a successor shall be elected to hold office for the unexpired term of such director by the affirmative vote of a majority of the Series A Preferred Shares, voting as a separate class, given at a special meeting of such holders duly called or by an action by written consent for that purpose. Any director who shall have been elected by the Series A Preferred Shares, voting as a separate class, may be removed during the aforesaid term of office, either for or without cause, by, and only by, the affirmative vote of the holders of a majority of the Series A Preferred Shares, given at a special meeting of such shareholders duly called or by an action by written consent for that purpose, and any such vacancy thereby created may be filled by the vote of the holders of a majority of the Series A Preferred Shares represented at such meeting or in such consent.

ARTICLE VII - BYLAWS

The Bylaws shall be adopted, and may from time to time be changed, amended and repealed, by the Board of Directors; provided, that the Bylaws shall at all times be consistent with the provisions of these Articles of Incorporation and the Shareholders Agreement, and any Bylaws which are inconsistent with any of the provisions of these Articles of Incorporation or the Shareholders Agreement shall be void and of no force or effect.

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ARTICLE VIII - AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901, as amended from time to time, of the FBCA relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned has executed this Second Amended and Restated Articles of Incorporation effective as of the 9th day of May, 2008.

Virtual Imaging, Inc., a Florida corporation



Timothy Martinson, President

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- (c.) (561) 361-9300
- (d.) ((H08000124404 3)))
- (e.) Florida Bar No. 180595

((H08000124404 3)))

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of Virtual Imaging, Inc., contained in the foregoing Amended and Restated Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

E.H.G. RESIDENT AGENTS, INC.

Date: May 9, 2008

By: 

Edward H. Gilbert, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H08000124404 3)))
- (e.) Florida Bar No. 180595