

RONALD L. NAPIER
ATTORNEY AT LAW

1570 Shadowlawn Drive
Naples, Florida 33942
Telephone (941) 793-1333
Fax (941) 793-2904

RONALD L. NAPIER, P.A.

ACORN COLGROVE
OF COUNSEL

January 4, 1996

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

400001692344
-01/19/96--01041--005
****122.50 ****122.50

Re: Image Training Systems, Inc.

Dear Sirs:

Please find enclosed the Articles of Incorporation for the above referenced Florida Corporation and our check in the amount of \$122.50 as filing fees for this corporation.

Please register the name of the corporation in your records, record the Articles of Incorporation and return a certified copy of the same to our office.

Should you have any questions, please do not hesitate to contact my office.

Thank you.

Very truly yours,



RONALD L. NAPIER

RLN/ac

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
IMAGE TRAINING SYSTEMS, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract hereby form and establish a corporation under the laws of the State of Florida with its principal office located at 1570 Shadowlawn Drive, Naples, Florida 33942.

ARTICLE I. NAME

The name of this corporation is:

IMAGE TRAINING SYSTEMS, INC.

ARTICLE II. DURATION

This corporation shall exist for a perpetual period, commencing at the time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III. PURPOSE

This corporation is formed to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

This corporation is authorized to issue one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share, which shall be designated as "common shares". The shares are broken down as follows: Robin Barnes - 60 and Gwyneth Barnes - 40.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1570 Shadowlawn Drive, Naples, Florida 33942, and the name of the registered agent of this corporation at this address is Ronald L. Napier, Esquire.

ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS

This corporation shall have no board of directors initially. A board of directors may be established and the number of directors may be increased or diminished from time to time by the by-laws adopted by the shareholders. In the absence of a board

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of directors, the powers and corporate duties are to be performed by the president of the corporation.

The names and address of the initial officers of the corporation are:

PRESIDENT/
VICE-PRESIDENT:

ROBIN BARNES

SECRETARY/TREASURER:

GWYNETH BARNES

ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are: ROBIN BARNES - 1570 Shadowlawn Drive, Naples, Florida 33942 and GWYNETH BARNES - 1570 Shadowlawn Drive, Naples, Florida.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 10th day of January, 1996.

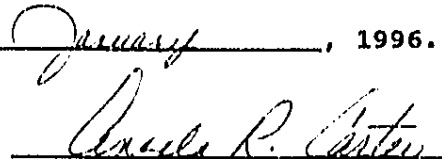

ROBIN BARNES - President &
Vice President


GWYNETH BARNES - Secretary
& Treasurer

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county named above to take acknowledgements, personally appeared ROBIN BARNES and GWYNETH BARNES to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 10th day of January, 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:




ANGELA R CARTER
My Commission CC479848
Expires Aug. 25, 2000
Bonded by ANB
800-052-5078

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

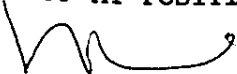
1. The name of the corporation is: **IMAGE TRAINING SYSTEMS, INC.**
2. The name and address of the registered agent and office are:

RONALD L. NAPIER, P.A.
1570 Shadowlawn Drive
Naples, Florida 33942



ROBIN BARNES
TITLE: President
DATE: 10-1-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.



RONALD L. NAPIER

DATE: 1-10-96

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