P96000015018

LAW OFFICES OF
ERIC P. LITTMAN, P.A.
1428 BRICKELL AVENUE
EIGHTH FLOOR
MIAMI, FLORIDA 33131

MARK J. BRYN
OF COUNSEL

TEL. (305) 374-5388
FAX (305) 374-0280

FILED
96 FEB 14 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 13, 1996

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

100001714941
-02/14/96--01073--010
****122.50 ****122.50

Re: Articles of Incorporation
Brickell Foreclosure Properties, Inc.

Gentlemen:

Enclosed please find two original Articles of Incorporation of Brickell Foreclosure Properties, Inc. Please return a certified copy of each to our office. Enclosed is a check in the amount of $122.50 to cover the fees.

Very truly yours,

Eric P. Littman

EPL/ijc

Enclosures

C:\DATA\WP60\SEC.LET

2-19-96

ARTICLES OF INCORPORATION OF BRICKELL FORECLOSURE PROPERTIES, INC.

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the Corporation is Brickell Foreclosure Properties, Inc.

ARTICLE II
PURPOSE

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

ARTICLE III
PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE IV
SHARES

4.1. Shares. The total number of shares which the Corporation shall have the authority to issue is 21,000,000 shares which shall be divided into classes of which 1,000,000 shall be designated Preferred Stock, $.001 par value, and 20,000,000 shares, $.001 par value, which shall be designated Common Stock.

4.2. Preferred Stock. The board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, including voting rights, if any, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

4.3. Other Powers of the Board of Directors With Respect to Shares.

(a) The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.

(b) The board of directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

ARTICLE V
PLACE OF BUSINESS

The initial address of the principal place of business of this corporation in the State of Florida shall be 1428 Brickell Avenue, 8th Floor, Miami, FL 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation.

ARTICLE VI
DIRECTORS AND OFFICERS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 1. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

Eric P. Littman 1428 Brickell Avenue Miami, FL 33131	President/Director

ARTICLE VII
DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

ARTICLE VIII
AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX
SHAREHOLDERS

<u>9. I. Inspection of Books</u>. The board of directors shall make reasonable rules to

determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XI
SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

Eric P. Littman
8th Floor
1428 Brickell Avenue
Miami, FL 33131

ARTICLE XII
CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XIII
RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Eric P. Littman
1428 Brickell Avenue
8th Floor
Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this on February 13, 1996.

Eric P. Littman, Subscriber

Subscribed and Sworn on February 13, 1996
Before me:

ISABEL J. CANTERA
MY COMMISSION # CC 429309
EXPIRES: February 25, 1999
Bonded Thru Notary Public Underwriters

Isabel Cantera, Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 FEB 14 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for BRICKELL FORECLOSURE PROPERTIES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Eric P. Littman

C:\EDATA\WP60\NEW\1532.ART

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

P96000015018

____ of ____ № 53620

RE: Brickell Foreclosure Properties, Inc.

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority ____ One Day Service   Regular ____ Two Day Service

To us via ____ Return via ____

Matter No.: ____ Express Mail No. ____

State Fee $ ____ Our $ ____

		FEE	DISBURSED
	Art. of Inc. File		
	Corp. Record Search		
	Ltd. Partnership File		
	Foreign Corp. File		
	( ) Cert. Copy(s)		
	Art. of Amend. File		
	Dissolution/Withdrawal		
	C U S		
	Fictitious Name File		
	Name Reservation	12/19/95 01030 018	
	Annual Report/Reinstatement	***350.00	*****35.00
	Reg. Agent Service		
	Document Filing		
	Corporate Kit		
	Vehicle Search		
	Driving Record		
	Document Retrieval		
	UCC 1 or 3 File		
	UCC 11 Search		
	UCC 11 Retrieval		
	File No.'s, Copies		
	Courier Service		
	Shipping/Handling		
	Phone ( )		
	Top Priority		
	Express Mail Prep.		
	FAX ( ) pgs.		

SUBTOTALS

RECEIVED

FILED

95 DEC 19 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEE	
DISBURSED	
SURCHARGE	12/19
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY			

WALK-IN 12/19 12:00
Will Pick Up

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

RESIGNATION OF ERIC P. LITTMAN AS AN OFFICER AND DIRECTOR BRICKELL FORECLOSURE PROPERTIES, INC.

I, ERIC P. LITTMAN, as President and Director, of Brickell Foreclosure Properties, Inc., a Florida corporation, and hereby resign any and all capacities as am officer and director of said company, effective as of 11:00 A.M., Wednesday, May 29, 1996.

Eric P. Littman

FILED
96 DEC 19 PM 2:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P96000015018

CAPITAL CONNECTION INC.
417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME ______
FIRM ______
ADDRESS ______

PHONE ( ) ______

Service: Top Priority ______ One Day Service Regular ______ Two Day Service

To us via ______ Return via ______

Matter No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

N. HENDRICKS FEB 1 1 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	[illegible]		

WALK-IN
Will Pick Up 2/10 [illegible]

11-2529-7 PONDER'S INC., THOMASVILLE, GA.

RE: Brickell Foreclosure Properties, Inc.

	C.C. FEE.	DISBURSED
______ Capital Express™		
______ Art. of Inc. File		
______ Corp. Record Search		
______ Ltd. Partnership File		
______ Foreign Corp. File		
✓ ( ) ~~Cert.~~ Copy(s)		
✓ Art. of Amend. File		
______ Dissolution/Withdrawal		
______ C U S		
______ Fictitious Name File		
	02/10/97 01016 022	
______ Name Reservation	****35.00	****35.00
______ Annual Report/Reinstatement		
______ Reg. Agent Service		
______ Document Filing		
______ Corporate Kit		
______ Vehicle Search		
______ Driving Record		
______ Document Retrieval		
______ UCC 1 or 3 File		
______ UCC 11 Search		
______ UCC 11 Retrieval		
______ File No.'s, ______ Copies		
______ Courier Service		
______ Shipping/Handling		
______ Phone ( )		
______ Top Priority		
______ Express Mail Prep.		
______ FAX ( ) pgs.		
SUBTOTALS		

97 FEB 11 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

RECEIVED
97 FEB 10 AM 9:50
DIVISION OF CORPORATIONS

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1997

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: BRICKELL FORECLOSURE PROPERTIES, INC.
Ref. Number: P96000015018

We have received your document for BRICKELL FORECLOSURE PROPERTIES, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Minutes of Meeting are not filed with this office, please retain them for your records.

The Articles of Amendment must have an original signature.

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 197A00006975

FILED
97 FEB 11 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO

ARTICLES OF INCORPORATION

OF

BRICKELL FORECLOSURE PROPERTIES, INC.

THE UNDERSIGNED, being the sole director of BRICKELL FORECLOSURE PROPERTIES, INC. does hereby amend the Articles of Incorporation of the Company as follows:

ARTICLE I

NAME

The name of the corporation shall be Dynamic Imaging Systems Corporation.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on February 7, 1997 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on February 7, 1997.

Craig Hope
Craig Hope, President and Sole Director

The foregoing instrument was acknowledged before me on February 7, 1997 by Craig Hope, who is personally known to me, or who has produced ______________________ as identification.

____
Notary Public

My commission expires: