

02/23/96 09:50 FAX 813 229 1447

RUDNICKAWOLFE

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2/23/96

FLORIDA DIVISION OF CORPORATIONS

9:50 AM

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FROM: RUDNICKAWOLFE

DEPARTMENT OF STATE

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STATE OF FLORIDA

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TAMPA FL 33602-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: INTERCOASTAL IMAGING, INC.

FAX AUDIT NUMBER: H96000002617

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/23/1996

TIME REQUESTED: 09:26:07

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076424002364

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 22, 1996

JUDITH E. COVEY
RUDNICK & WOLFE
101 E. KENNEDY, STE. 2000
TAMPA, FL 33602

The name INTERCOASTAL IMAGING, INC. has been reserved for 120 days beginning February 22, 1996. The reservation number is R96000000926 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 396A00007729

**ARTICLES OF INCORPORATION
OF
INTERCOASTAL IMAGING, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is Intercoastal Imaging, Inc.

EFFECTIVE DATE
2-22-96

**II.
Term of Existence**

The date when corporate existence will commence is February 22, 1996 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office and mailing address of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602.

**IV.
Capital Stock**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

**V.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

Prepared by: David A. Beyer
Florida Bar No. 0349844
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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VI.
Directors

The Corporation will have 2 directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Richard L. Przonek	1160 Hicks Place Baldwin, New York 11510
Stuart Kalmanowitz	8 Van Buren Court Highland Mills, New York 10930

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o Rudnick & Wolfe 101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602

VIII.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section

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607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X.**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XI.**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 22, 1996.


David A. Beyer, Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: February 22, 1996.


David A. Beyer