

*Lisa Marie MacCI, P.A.*  
*Attorney at Law*

P96000022821

March 4, 1996

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

Re: Sonogram Ventures, Inc.

Dear Sir/Madam:

*One Ocean Plaza  
One South Ocean Boulevard  
Suite 310  
Boca Raton, Florida 33432  
Telephone (407) 361-5525  
Telex (407) 361-0241*

700001738847  
-03/11/96--01061--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed herewith please find an original and copy of Articles of Incorporation with regard to the above matter together with a check to your order in the amount of \$70.00, representing the filing fee.

Please file the original, conform the copy and return same to my office at your earliest convenience.

I thank you for your attention to this matter. Should you have any questions regarding this matter, please call me.

Very truly yours,

*Lisa Marie MacCI*  
LISA MARIE MACCI

LML/lp

*Dmc*  
*3-13-96*

FILED  
96 MAR 11 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SONOGRAM VENTURES, INC.

**FILED**  
96 MAR 11 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE 1. NAME

The name of the corporation shall be:

SONOGRAM VENTURES, INC.

The address of the principal office of this corporation shall be 150 South Andrews Avenue, Pompano Beach, FL 33064, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1 South Ocean Blvd., Suite 310, Boca Raton, FL 33432, and the name of the initial registered agent of the corporation at that address is Lisa Marie Macchi, Esquire.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

This corporation shall have the following directors initially. The name and address of the initial directors who shall hold office for the first year of the corporation, or until his or her successors are elected or appointed are:

Peter Stauber/Director  
150 South Andrews Avenue  
Pompano Beach, FL 33064

Lee David Effenson/Director  
1200 N. Federal Highway, Suite 200  
Boca Raton, FL 33432

#### ARTICLE VII. SPECIAL PROVISION

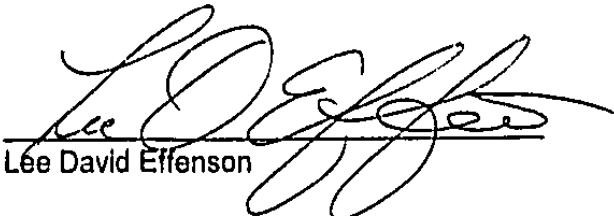
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator to these Articles of  
Incorporation:

Lee David Effenson  
1200 N. Federal Highway, Suite 200  
Boca Raton, FL 33432

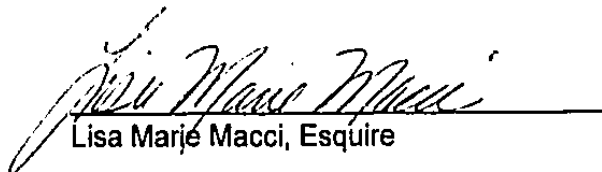
IN WITNESS WHEREOF, the undersigned has hereunto set his hand on  
March 4, 1996.



Lee David Effenson

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Lisa Marie Macci, Esquire, having a business office located at 1 South Ocean  
Blvd., Suite 310, Boca Raton, FL 33432, and having been designated as the  
Registered Agent in the above and foregoing Articles, is familiar with and accepts the  
obligations of the position of Registered Agent under Section 607.0505, Florida  
Statutes.



Lisa Marie Macci, Esquire

P96000022821

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.  
54 S.W. BOCA RATON BOULEVARD  
BOCA RATON, FL 33432-4708

(1)

EDWARD H. COHEN  
PAULA B. GOLD (RETIRED)  
MICHAEL I. KOTLER \*\*  
ALLAN H. SCHWARTZ  
RONALD M. ZAKARIN \*  
DREGG H. CLICKSTERN, OF COUNSEL

\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND NEW YORK  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND PENNSYLVANIA

NEW YORK OFFICE  
1199 NORTHERN BLVD  
MANHATTAN, NEW YORK 10030  
BOCA RATON (881) 361-8600  
FAX (881) 361-8770

August 20, 1997

VIA CERTIFIED MAIL/RECEIPT #P 605 954 123

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

200002275122--4  
-08/22/97--01090--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
97 AUG 22 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: SONOGRAM VENTURES, INC./AMENDMENT & STATEMENT OF CHANGE

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of \$70.00 for the filing of an Article of Amendment and Statement of Change for the above named corporation.

Kindly mail the copies to Schwartz, Gold, Cohen, Zakarin & Kotler, P.A. at the above address to the attention of Cheryl. I have enclosed a self-addressed stamped envelope for your convenience. Thank you in advance.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Cheryl R. Clare  
Cheryl R. Clare, Legal Assistant

/crc  
Enclosures

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200002275122--4  
-08/22/97--01090--007  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

N/C

VS AUG 29 1997

RA Changed on separate  
form under separate cover

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SONOGRAM VENTURES, INC.

FILED  
97 AUG 22 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, being the only officer and director of SONOGRAM VENTURES, INC., hereby makes and executes these Articles of Amendment to the Articles of Incorporation of SONOGRAM VENTURES, INC., Inc. for the purpose of changing the name and address of the Registered Agent. At a properly noticed and conducted meeting held on August 18, 1997, it was


RESOLVED by the stockholders that the name of the Corporation be changed to:

**IMAGING VENTURES, INC.**

and the Registered Agent be changed to: **PETER STAUBER,**  
**1900 Glades Road, Suite 305**  
**Boca Raton, Florida 33431**

and further that the Articles of Incorporation be amended accordingly.

DATED, this 20<sup>TH</sup> day of AUGUST, 1997.

  
\_\_\_\_\_  
**PETER STAUBER,**  
President/Director

P96000022821

(2)

Schwartz, Gold, Cohen, Zakarin & Kotler, P.A.  
54 S.W. Boca Raton Boulevard  
Boca Raton, FL 33432-4708

EDWARD H. COHEN  
PAULA B. GOLO (RETIRED)  
MICHAEL I. KOTLER \*\*  
ALLAN H. SCHWARTZ  
RONALD M. ZAKARIN \*  
GREGG H. GLICKSTEIN, OF COUNSEL

\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND NEW YORK  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND PENNSYLVANIA

NEW YORK OFFICE  
1180 NORTHOFFICE BLVD.  
MANHATTAN, NEW YORK 10030  
BOCA RATON (561) 381-0800  
FAX (561) 381-0770

August 20, 1997

VIA CERTIFIED MAIL/RECEIPT #P 605 954 123

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
97 AUG 22 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RE: SONOGRAM VENTURES, INC./AMENDMENT & STATEMENT OF CHANGE

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of \$70.00 for the filing of an Article of Amendment and Statement of Change for the above named corporation.

Kindly mail the copies to Schwartz, Gold, Cohen, Zakarin & Kotler, P.A. at the above address to the attention of Cheryl. I have enclosed a self-addressed stamped envelope for your convenience. Thank you in advance.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Cheryl R. Clarc  
Cheryl R. Clarc, Legal Assistant

/crc  
Enclosures

F:\W\S2000\DOCUMENT\CLAUDIA\STAUBER\ART-CHING NAM

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-08/22/97--01090--007  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

RA chg.

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**


**FILED**  
97 AUG 22 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

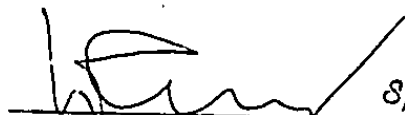
- 1a. The name of the corporation is IMAGING VENTURES, INC.
- 1b. The date of incorporation is March 11, 1996, document number P96000022821 under the original name of SONOGRAM VENTURES, INC.
2. The name and address of the current registered agent is LISA M. MACCI, 1 South Ocean Boulevard, #310, Boca Raton, FL 33432.
3. The name and address of the new registered agent is PETER STAUBER, 1900 Glades Road, Suite 305, Boca Raton, Florida 33431.

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

  
PETER STAUBER      8/20/97  
President/Sole Director      Date

**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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.**

  
PETER STAUBER      8/20/97  
Registered Agent      Date