

P96000022821

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

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

NEW YORK OFFICE
1129 NORTHERN BLVD.
MANHASSET, NEW YORK 11030

BOCA RATON (561) 381-9800
FAX (561) 381-9770

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

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

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-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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RA Changed on separate
form under separate cover

N/C
VS AUG 29 1997

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 20th day of AUGUST, 1997.


PETER STAUBER,
President/Director

P96000022821

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

/crc
Enclosures

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RA Chg.

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

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

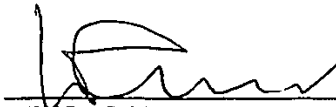
FILED
97 AUG 22 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

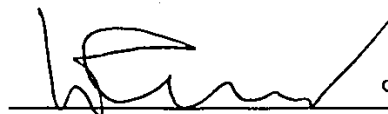
- 1a. The name of the corporation is IMAGING VENTURES, INC.
- 1b. The date of incorporation is March 11, 1996, document number P96000022821 under the original name of SONOGRAM VENTURES, INC.
2. The name and address of the current registered agent is LISA M. MACCI, 1 South Ocean Boulevard, #310, Boca 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