

P96000033824

LAW OFFICE  
**JEFFREY A. NUSSBAUM**

SUITE 200N JUSTICE BUILDING  
624 SOUTH ANDREWS AVENUE  
FORT LAUDERDALE, FL 33301

TELEPHONE (904) 463-6330  
FACSIMILE (904) 463-6428

March 22, 1996

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

2000001760112  
-03/27/96--01093--009  
\*\*\*\$122.50 \*\*\*\$122.50

Re: -Applied Images Inc.

Dear Sir/Madam:

Enclosed herewith please find:

- ☒ Articles of Incorporation
- ☒ Certificate of Designation of Registered Office/Agent
- ☒ Check in the amount of \$122.50
- ☒ Self Addressed Stamped Envelope

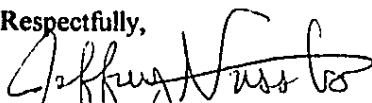
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 18 PM 12:42

The above items are being forwarded to you pursuant to Florida Statute for filing the above referenced corporation.

Kindly contact the undersigned if you need any additional information.

On behalf of Applied Images Inc., thank you very much for your time and consideration of this matter.

Respectfully,

  
Jeffrey A. Nussbaum, Esquire

JAN/hs

Enclosures

789-502-672  
W96 — 7124

gf 4/18/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

FILED  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
96 APR 18 PM 12:42

April 3, 1996

JEFFREY A. NUSSBAUM, ESQUIRE  
SUITE 200N JUSTICE BUILDING  
524 SOUTH ANDREWS AVENUE  
FORT LAUDERDALE, FL 33301

SUBJECT: APPLIED IMAGES INCORPORATED  
Ref. Number: W96000007124

*Resubmit AS  
Applied Imagination.*

We have received your document for APPLIED IMAGES INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 396A00015179

*Applied Imagination*

**ARTICLES OF INCORPORATION  
OF**

**Applied Imagination Incorporated**

(a Florida Corporation)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 18 PM 12:42

The undersigned, acting as incorporator of **Applied Imagination Incorporated**, proceeds to form a corporation under the Florida General Corporation Act, and adopts the following Articles of Incorporation:

**ARTICLE I. CORPORATE NAME**

The name of this corporation is **Applied Imagination Incorporated**.

**ARTICLE II. STREET AND MAILING ADDRESS OF PRINCIPAL OFFICE**

The street and mailing address of the initial principal office is:

2895 Stirling Road, Suite 155, Ft. Lauderdale, FL 33312.

**ARTICLE III. CAPITAL STOCK (authorized shares)**

1. The maximum number of shares that the Corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or in other property, tangible or intangible, or in labor or services actually performed for the Corporation with a value, in the judgment of the

Directors equivalent to or greater than the full par value of the shares

2. A shareholder shall be entitled to one (1) vote per common share on each matter submitted to a vote at a shareholder's meeting. In the event of a dissolution of the Corporation, a shareholder shall be entitled to receive his or her proportionate share of the net assets of the Corporation based on a ratio of the shareholder's number of common shares to the total number of issued and outstanding shares.

3. No shareholder of the Corporation shall enter into a voting trust or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her shares.

#### **ARTICLE IV. PRE-EMPTIVE RIGHT**

Every shareholder, upon the sale in cash of any new stock of this Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase a pro rata share thereof (as nearly but not over as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is:

524 S. Andrews Ave., Suite 200N, Ft. Lauderdale, FL 33301

and the name of the initial Registered Agent of this corporation at the above address is:

Jeffrey A. Nussbaum, Esquire

The Board of Directors may, at any time, change either the registered office to any other address in Florida or the registered agent.

**ARTICLE VI. INCORPORATOR**

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


**NAME**

**ADDRESS**

Rael Gilchrist

2895 Stirling Road, Ste. 155, Ft. Lauderdale, FL 33312

**IN WITNESS WHEREOF**, the undersigned incorporator, has executed these Articles of Incorporation this 10 day of April, 1996.

  
\_\_\_\_\_  
Rael Gilchrist, Incorporator

**STATE OF FLORIDA     )**  
                                 **) SS:**  
**COUNTY OF BROWARD )**

**Before me**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rael Gilchrist, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that she executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 10 day of April, 1996.



JEFFREY NUSSBAUM  
My Commission CC352988  
Expires Mar 08, 1998  
Bonded by HAI  
800-422-1555

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of Florida Statute § 607.0501(3), 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:

The name of the Corporation is:

Applied Imagination Incorporated

The name of the Registered Agent is:

Jeffrey A. Nussbaum, Esquire

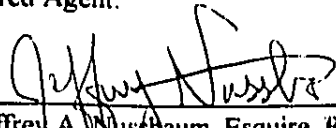
The address of the Registered Agent/registered office is:

524 S. Andrews Ave., Suite 200N, Ft. Lauderdale, FL 33301

FILED  
SECRETARY OF STATE  
CORPORATE RECORDS  
56 APR 13 PM 12:42

**ACCEPTANCE**

Having been named as Registered Agent to accept service of process for Applied Imagination Incorporated, at the place designated in the forgoing Articles of Incorporation, I hereby accept this appointment 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 obligations of my position as Registered Agent.

  
\_\_\_\_\_  
Jeffrey A. Nussbaum, Esquire, Registered Agent

Date: 4/12/76