

5/30/96

FLORIDA DIVISION OF CORPORATIONS

9:11 AM

((H96000007575))

TELETYPE UNIT

TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF REVENUE

34 NW 11th ST

STATE OF FLORIDA

409 EAST GUNES STREET

TALLAHASSEE, FL 32399

MIAMI FL 33134-289034-0000

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PHONE: (305) 358-2571

FAX: (305) 358-7832

FAX: (904) 922-4000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GULFSTREAM IMAGING, INC.

FAX AUDIT NUMBER: H96000007575

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 30 PM 3:17

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DIVISION OF CORPORATIONS

96 MAY 30 AM 11:45

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96 MAY 30 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Gulfstream Imaging, Inc.

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: Gulfstream Imaging, Inc. The principal place of business and mailing address of this corporation shall be at 2780 Northeast 183rd Street, #1807, Aventura, Florida 33160.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V. VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

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ACS INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33138
305-455-0571

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ARTICLE VI. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE VII. DIRECTORS

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME

Lee G. Matusow
Director

ADDRESS

2780 Northeast 183rd Street, # 1807
Aventura, Florida 33160

ARTICLE VIII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Lee G. Matusow
President/V. Pres.

2780 Northeast 183rd Street # 1807
Aventura, Florida 33160

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not

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to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is: Lee G. Matusow, 2780 Northeast 183rd Street, #1807, Aventura, Florida 33160.

ARTICLE XII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: AELION & LOREN, P.A., 152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.

ARTICLE XIII. INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 20th day of May, 1996.

David Aelion

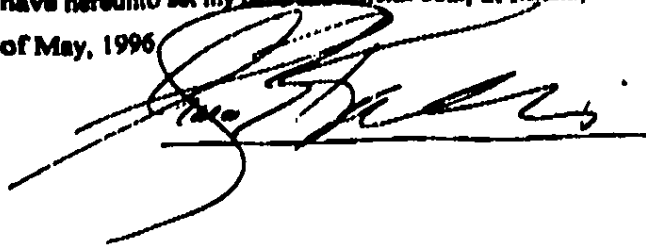
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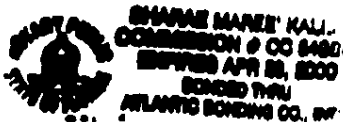
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Amel H. Akbar
to me well known to be the person described in and who executed the foregoing Articles of
Incorporation, and who acknowledged before me, that he made and subscribed the same for the
purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami,
Dade County, Florida this 2th day of May, 1996



My Commission Expires:



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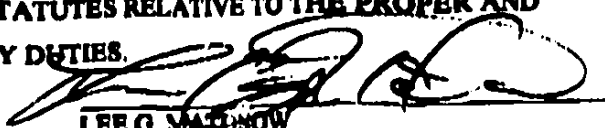
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM,
PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING SUBMITTED:**

**FIRST -- THAT GULFSTREAM IMAGING, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS LOCATED AT 2780 NORTHEAST 183RD STREET, # 1807,
AVENTURA, FLORIDA 33160, AND HEREBY NAMES LEE G. MATUSOW, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.**


LEE G. MATUSOW

**HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.**


LEE G. MATUSOW
REGISTERED AGENT
DATED:

FILED
96 MAY 30 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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