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JACQUELYN R. CAMPBELL, C.P.A., P.A.

Certified Public Accountant

7257 FOREST OAKS BOULEVARD

SPRING HILL, FLORIDA 34606

(352) 683-7365

FAX (352) 683-1241

JACQUELYN R. CAMPBELL, C.P.A.  
MEMBER AMERICAN INSTITUTE  
OF CERTIFIED PUBLIC ACCOUNTANTS  
FLORIDA INSTITUTE OF CERTIFIED  
PUBLIC ACCOUNTANTS

July 2, 1996

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

Gentlemen:

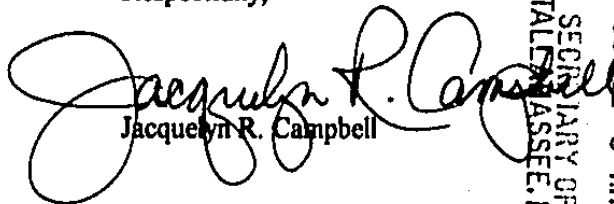
700001884987  
-07/05/96--01040--013  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed are Articles of Incorporation for:

Counter Image, Inc.  
1490 Glenridge Drive  
Spring Hill, FL 34609

Also enclosed is a check for \$122.50, payable to the Division of Corporations, in payment of filing fees, a certified copy and designation of a registered agent.

Respectfully,

  
Jacquelyn R. Campbell

Enclosures

96 JUL -5 AM 9:03  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
7-2-96

SN JUL - 8 1996

FILED

96 JUL -5 AM 9:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
July 2, 1996

ARTICLES OF INCORPORATION  
OF  
COUNTER IMAGE, INC.

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

**ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation shall be:

COUNTER IMAGE, INC.

The principal place of business of this corporation shall be:

1490 GLENRIDGE DRIVE  
SPRING HILL, FL 34609

**ARTICLE II - PERIOD OF DURATION**

The period of the duration of this corporation is perpetual, commencing on the date of execution and acknowledgement of these articles or the earliest date allowable by the division of corporations, unless dissolved according to law.

**ARTICLE III - PURPOSE**

The purpose for which this corporation is organized is to engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

The corporation shall have the authority to issue 7000 shares of \$1.00 par value common stock. Stock shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

**ARTICLE V - REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is:

**PAUL W. FREY  
1490 GLENRIDGE DRIVE  
SPRING HILL, FL 34609**

**ARTICLE VI - BOARD OF DIRECTORS**

This corporation shall have **TWO** directors, initially, and the number of directors may be increased or decreased by amendment of the bylaws of the corporation but shall in no case be less than one.

The name and street address of the members of the initial board of directors are as follows:

**PAUL W. FREY  
1490 GLENRIDGE DRIVE  
SPRING HILL, FL 34609**

**SUSAN J. FREY  
1490 GLENRIDGE DRIVE  
SPRING HILL, FL 34609**

**ARTICLE VII - INCORPORATORS**

The name and street address of the members of the initial subscribers signing these articles are as follows:

**PAUL W. FREY  
1490 GLENRIDGE DRIVE  
SPRING HILL, FL 34609**

**ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

A special meeting of the shareholders shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the bylaws.

**ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount(s) set opposite of their names:

PAUL W. FREY  
SUSAN J. FREY

50 SHARES  
50 SHARES

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 2 day of July, 1996.

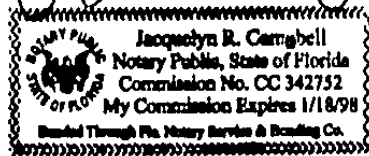
  
PAUL W. FREY

State of Florida  
County of *HERNANDO*

BEFORE ME, the undersigned authority, personally appeared **PAUL W. FREY** being duly sworn, say that they are the individual described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 2nd day of July, 1996.

*Jacquelyn R. Campbell*  
Notary Public, State of Florida



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

**COUNTER IMAGE, INC.**

The name and address of the registered agent and office is:

**PAUL W. FREY  
1490 GLENRIDGE DRIVE  
SPRING HILL, FL 34609**

**Acknowledgment:**

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 this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
PAUL W. FREY

  
\_\_\_\_\_  
Date