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LAW OFFICES

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June 19, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-06/23/97--01106--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Pinnacle Imaging, Inc. (the "Company")

Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Amendment to the Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Amendment. Also enclosed is a check number 5694 for \$35.00 made payable to the Secretary of State for the filing fee.

Please send a copy of the filed Articles of Amendment to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.

*Richard P. Greene*

Richard P. Greene  
For the Firm

RPG/evb  
Enclosures  
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FILED  
97 JUN 23 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Del 6/25*

*Amend*

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
PINNACLE IMAGING, INC.**

**FILED**  
97 JUN 23 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 24th day of February, 1997, and assigned Document Number P97000016935, are hereby amended pursuant to a written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on the 9th day of June, 1997, as follows:

**ITEM 1**

1. ARTICLE III - CAPITAL STOCK is hereby amended to read as follows:

**ARTICLE III**  
**CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 25,000,000. The Company is authorized to issue 15,000,000 shares of Common Stock, \$.001 par value per share. The holders of Common Stock have one vote per share on all matters (including election of directors) without provision for cumulative voting. Thus, holders of more than 50% of the shares voting for the election of directors can elect all of the directors, if they choose to do so. The Common Stock is not redeemable and has no conversion or preemptive rights. There are no sinking fund provisions. In the event of liquidation of the Company, the holders of Common Stock will share equally in any balance of the Company's assets available for distribution to them after satisfaction of creditors and Preferred shareholders.

The Company is authorized to issue 4,500,000 shares of Class A Preferred Stock, \$1.77 par (face) value paying an annual dividend of 6%, cumulative, non-voting, with no redemption feature (neither call nor put), convertible into two shares of Common Stock for each share of preferred. The Class A Preferred Stock are convertible at any time; however, in the event of underwriting letter of intent, holder must convert within 30 days or lose the right to convert.

The Company is authorized to issue 4,500,000 shares of Class B Preferred Stock, \$1.77 par (face) value, paying an annual dividend of 5%, cumulative, non-voting, with a call feature at 103% of par, convertible into two shares of Common Stock for each share of preferred.

The Company is authorized to issue 1,000,000 shares of Class C Preferred Stock, \$1.77 par (face) value, paying no dividends, non-voting, with a non-expiring put feature (at the option of the shareholder) at par, convertible into two shares of common stock for each share of preferred.

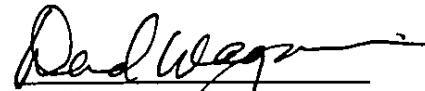
This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and directors on the 9th day of June, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 17th day of June, 1997.

By:

  
Sam Halim, President

By:

  
David Wagner, Secretary

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