

P970000016935

Mattlin & McClosky

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REPLY TO: Boca Raton

February 3, 1997

VIA FEDERAL EXPRESS

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of Pinnacle Imaging, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of an Articles of Incorporation for Pinnacle Imaging, Inc. and check in the amount of \$122.50 made payable to the Secretary of State in connection with the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes.

Please return the Certificate of Status and a filed copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed, stamped envelope provided for your convenience.

Very truly yours,



Gordon A. Dieterle

Enclosures

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FILED
97 FEB 24 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1997

GORDON A DIETERLE, ESQ
2300 GLADES ROAD
SUITE 400, EAST TOWER
BOCA RATON, FL 33431

SUBJECT: PINNACLE IMAGING, INC.
Ref. Number: W97000002995

We have received your document for PINNACLE IMAGING, INC. 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 597A00006351

**ARTICLES OF INCORPORATION
FOR
PINNACLE IMAGING INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Pinnacle Imaging, Inc.
(hereinafter referred to as the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of common stock, par value \$1.00 per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the Corporation is Mattlin & McClosky, 2300 Glades Road, Suite 400 East, Boca Raton, Florida 33431, and the name of the initial registered agent of the Corporation at that address is Fred W. Mattlin, Esquire.

ARTICLE V - INITIAL PRINCIPAL OFFICE

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

10251-A West Sample Road
Coral Springs, Florida 33140

ARTICLE VI - DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name of each person who is to serve as a member of the initial board of directors is:

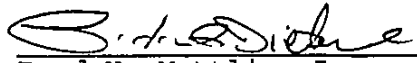
1. Sam Halim - Chairman of the Board
2. David Wagner - Member of the Board

ARTICLE VII - INCORPORATOR

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

Fred W. Mattlin, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of February, 1997.


Fred W. Mattlin, Incorporator

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, 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.

1. The name of the corporation is: Pinnacle Imaging, Inc.

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

Fred W. Mattlin, Esquire
(Name)
Mattlin & McClosky
2300 Glades Road, Suite 400 East Tower
(P.O. Box NOT acceptable)
Boca Raton, Florida 33431
(City/State/Zip)

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 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.

SIGNATURE Fred W. Mattlin

DATE 2/13/97

REGISTERED AGENT FILING FEE: \$35.00

FILED
97 FEB 24 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314