

P97000016935

**Mattlin & McClosky**

FRED W. MATTLIN  
GREGG W. McCLOSKEY  
RONALD E. D'ANNA  
STEVEN G. SCHWARTZ  
MICHAEL J. IOANNOU  
GORDON A. DIETERLE

LAW OFFICES  
2300 GLADES ROAD  
SUITE 400, EAST TOWER  
BOCA RATON, FLORIDA 33431  
TELEPHONE 561/368-9200  
FACSIMILE 561/395-7050

LISA BISAGNI  
DAVID J. PASCUZZI  
EDWARD S. HAMMEL  
GARY W. KOVACS  
ROBERT S. HORWITZ  
BILL J. IOANNOU  
JOHN IOANNOU, JR.

October 13, 1999

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Department of State  
Division of Corporations  
Attn: Filing  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
99 OCT 18 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

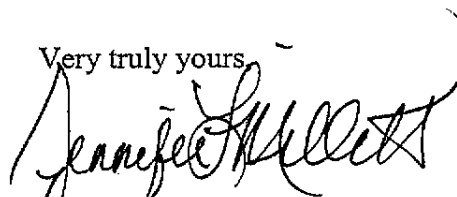
**Re: Amended Articles of Incorporation for Pinnacle Imaging, Inc.**

To Whom it May Concern:

Enclosed please find the Amendments to the Articles of Incorporation for Pinnacle Imaging, Inc. Please file same in the Department's official records. Our firm's check# 43157 in the amount of \$35.00 has been enclosed to cover your filing charges. A self-addressed, stamped envelope has also been provided for your use.

Please do not hesitate to contact me if you have any questions regarding the foregoing.  
Thank you for your assistance.

Very truly yours,

  
Jennifer L. Millett  
Paralegal

JLM/ph  
Enclosures

AMEND  
\$10.76  
6

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

**FILED**  
99 OCT 18 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of the above-named corporation ( the "Corporation"), filed with the Department of State on the 24<sup>th</sup> 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 1st day of January, 1998, 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 20,000,000 shares of Common Stock, \$.001 par value per share, as of January 1, 1998. 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 Corporation also revokes all classes of preferred stock previously issued and authorized pursuant to the Articles of Amendment to the Articles of Incorporation filed on June 23, 1997.

This Second Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and directors on the 1st day of January, 1998.

IN WITNESS WHEREOF, the undersigned has executed these Second Articles of Amendment to the Articles of Incorporation this 1st day of January, 1998.

By:

  
Sam Halim, as President


**SCHEDULE "A" OF THE SHAREHOLDER'S AGREEMENT  
OF PINNACLE IMAGING, INC.**

THIS Schedule "A" of the Shareholder's Agreement of Pinnacle Imaging, Inc., a Florida corporation (the "Company"), is made this 24th day of February, 1997.

The Company is authorized to issue 10,000 (Ten Thousand) shares of common stock now issued and owned by the following individuals:

Sam Halim:	8,165 shares	81.65 %
David Wagner:	<u>1,835 shares</u>	<u>18.35 %</u>
TOTAL	10,000 shares	100.00 %

PINNACLE IMAGING, INC.,  
a Florida corporation

By:   
Sam Halim, as majority shareholder

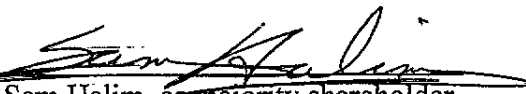
**CONSENT TO FIRST AMENDMENT OF SCHEDULE "A" OF THE  
SHAREHOLDER'S AGREEMENT OF PINNACLE IMAGING, INC.**

THIS FIRST CONSENT of the majority shareholders to the amendment of Schedule "A" of the Shareholder's Agreement of Pinnacle Imaging, Inc., a Florida corporation (the "Company"), is made this 30th day of June, 1997 and amends Schedule "A" as follows:

The Company is authorized to issue 14,680,000 shares of common stock. The authorized common stock of the Company will bring the total shares to 14,680,000 (Fourteen Million Six Hundred and Eighty Thousand) now issued and owned by the following individuals:

Sam Halim:	8,780,800 shares	59.81 %
Azza Halim:	2,789,200 shares	19.00 %
David Wagner:	2,600,000 shares	17.71 %
Dr. Donald Wycoff:	490,000 shares	03.34 %
Richard Greene:	<u>20,000 shares</u>	<u>00.14 %</u>
TOTAL	14,680,000 shares	100.00 %

PINNACLE IMAGING, INC.,  
a Florida corporation

By:   
Sam Halim, as majority shareholder

**CONSENT TO SECOND AMENDMENT OF SCHEDULE "A" OF THE  
SHAREHOLDER'S AGREEMENT OF PINNACLE IMAGING, INC.**

THIS SECOND CONSENT of the majority shareholders to the amendment of Schedule "A" of the Shareholder's Agreement of Pinnacle Imaging, Inc., a Florida corporation (the "Company"), is made this 12th day of January, 1998 and amends Schedule "A" as follows:

The Company is authorized to issue 807,000 shares of common stock. Roger Lang has purchased 807,000 shares of stock from the Company for One Million and No/100ths Dollars (\$1,000,000.00). The authorized common stock of the Company will bring the total shares to 15,487,000 (Fifteen Million Four Hundred and Eighty Seven Thousand) now issued and owned by the following individuals:

Sam Halim:	8,627,470 shares	55.71 %
Azza Halim:	2,942,530 shares	19.00 %
David Wagner:	2,600,000 shares	16.79 %
Dr. Donald Wycoff:	490,000 shares	03.16 %
Richard Greene:	20,000 shares	00.13 %
Roger Lang	<u>807,000 shares</u>	<u>05.21 %</u>
TOTAL	15,487,000 shares	100.00 %

PINNACLE IMAGING, INC.,  
a Florida corporation

By:

  
Sam Halim, as majority shareholder

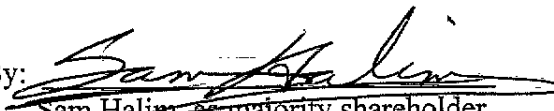
**CONSENT TO THIRD AMENDMENT OF SCHEDULE "A" OF THE  
SHAREHOLDER'S AGREEMENT OF PINNACLE IMAGING, INC.**

THIS THIRD CONSENT of the majority shareholders to the amendment of Schedule "A" of the Shareholder's Agreement of Pinnacle Imaging, Inc., a Florida corporation (the "Company"), is made this 23rd day of September, 1998 and amends Schedule "A" as follows:

The Company has redeemed 2.6 million shares of stock from David Wagner. The Company has issued the same 2.6 million shares of stock to Roger Lang for Three Million and No/100ths Dollars (\$3,000,000.00). The shares of stock issued equals 15,487,000 (Fifteen Million Four Hundred and Eighty Seven Thousand) shares which are owned by the following individuals:

Sam Halim:	8,627,470 shares	55.71 %
Azza Halim:	2,942,530 shares	19.00 %
Dr. Donald Wycoff:	490,000 shares	03.16 %
Richard Greene:	20,000 shares	00.13 %
Roger Lang:	<u>3,407,000 shares</u>	<u>22.00 %</u>
TOTAL	15,487,000 shares	100.00 %

PINNACLE IMAGING, INC.,  
a Florida corporation

By:   
Sam Halim, as majority shareholder