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CARUANA, LANGAN, LORENZEN AND MENDELSON

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\*+ BOARD CERTIFIED IN MARITAL AND FAMILY LAW  
\*+ ALSO ADMITTED TO THE MARYLAND BAR  
\*+ ALSO ADMITTED TO THE NEW YORK BAR  
\*+ ALSO LICENSED PSYCHOLOGIST, NEW YORK

June 13, 1997

Secretary of State  
Bureau of Corporations  
PO BOX 6327  
Tallahassee, FL 32314

800002221738--6  
-06/24/97--01075--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: DYNAMIC IMAGING CORP.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Dynamic Imaging Corp. as well as a check made payable to the Secretary of State in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) representing the filing fee. Please file the articles and return one copy to our office in the stamped, self-addressed envelope provided for your convenience.

Thank you for your attention to this matter.

Sincerely,

*ODI Cardonne*

ODI CARDONNE, Legal Assistant

OC/mvs

Enclosures

cc: Mr. Jeffrey L. Ingram  
Mr. Richard Lopez

6BC4\DIRK\INGRAM\CORPORAT\SECSTATE.LTR

JUN 18

BSB  
688  
W97-14250



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 18, 1997

CARUANA, LANGAN, LORENZEN AND MENDELSON  
44 WEST FLAGLER STREET  
SUITE 1000  
MIAMI, FL 33130

SUBJECT: DYNAMIC IMAGING CORP.  
Ref. Number: W97000014250

We have received your document for DYNAMIC IMAGING CORP.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 797A00032517

**ARTICLES OF INCORPORATION  
OF  
DYNAMIC IMAGING CORP.**

**FILED**

97 JUN 23 PM 12:26

TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this corporation shall be:

**DYNAMIC IMAGING CORP.**  
14227 Kendall Lakes Circle  
Miami, FL 33183

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Per Share Par Value	Class of Stock
500	\$1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall be the preemptive right to purchase his pro rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE V**

The initial registered office of this corporation shall be at 14227 Kendall Lakes Circle, Miami, FL, 33183, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be 14227 Kendall Lakes Circle, Miami, FL, 33183.

#### **ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

The names and addresses of the first Directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

**President:**

**RICHARD LOPEZ**

18080 S.W. 14 Street

Pembroke Pines, FL 33029

**Executive**

**Vice-President:**

**JEFFREY L. INGRAM**

14227 Kendall Lakes Circle

Miami, FL 33183

#### **ARTICLE VII**

The name and address of the incorporator is:

Jeffrey L. Ingram  
14227 Kendall Lakes Circle  
Miami, FL 33183

#### **ARTICLE IX**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining

the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and affect as if her were not such a director or officer of such other corporation, or not so interested.

#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

#### ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 6th day of June, 1997.

  
JEFFREY L. INGRAM

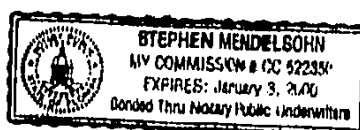
STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, personally appeared Jeffrey L. Ingram, who is personally known to me ~~or who has produced~~ as identification, and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid on this 6th day of June, 1997.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:

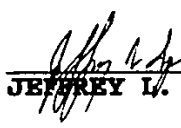


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is  
submitted:

**DYNAMIC IMAGING CORP.** desiring to organize under the laws  
of the State of Florida, has named **JEFFREY L. INGRAM**, 14227 Kendall  
Lakes Circle, City of Miami Lakes, County of Dade, State of  
Florida, as its statutory registered agent.

Having been named the statutory agent of the above  
corporation at the place designated in this certificate, I hereby  
accept the same and agree to act in this capacity, and agree to  
comply with the provisions of Florida law relative to keeping the  
registered office open.

  
\_\_\_\_\_  
**JEFFREY L. INGRAM**

Dated: \_\_\_\_\_

6/6/97

FILED  
97 JUN 23 PM 12:26  
TALLAHASSEE FLORIDA