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10161 CENTURION PARKWAY NORTH, SUITE 190  
JACKSONVILLE, FLORIDA 32256  
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CRYSTAL H. RINER,  
ADMINISTRATOR

October 9, 1997

Attention: New Filings  
Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

100002320451--3  
-10/15/97--01012--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Filing of Articles of Incorporation for Okeechobee Imaging, Inc.  
Client Number: 96217

Dear Division of Corporations:

Please find enclosed an original of the Okeechobee Imaging, Inc., Articles of Incorporation and a check in the amount of \$122.50 made payable to Secretary of State. Please file the same and return all correspondence to the above entitled firm to my attention.

Thank you for your cooperation.

Sincerely,

  
Donald W. Weidner, Esquire  
Corporate Counsel

DWW:dlg  
Enclosure  
DAWP60DOCS\96217\LETTERS\2SECSTAT.LTR

FILED  
97 OCT 15 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

897-50599  
Done  
10/15/97

**ARTICLES OF INCORPORATION**

**OF**

**OKEECHOBEE IMAGING, INC**

FILED  
97 OCT 15 AM 11:50  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

**Name**

Section 1.1. Name. The name of this corporation is **Okeechobee Imaging, Inc.**, and the address is Donald W. Weidner, Donald W. Weidner, P.A., 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida 32256.

**ARTICLE II**

**Duration**

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**Purpose**

Section 3.1. Purposes. This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country to engage in any business not prohibited by the Florida Corporation Act.

#### **ARTICLE IV** **Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having no par value.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### **ARTICLE V** **Initial Registered Office and Agent**

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is **10161 Centurion Parkway North, Suite 190, Jacksonville, Florida, 32256** and the name of the initial registered agent of this corporation at that address is **Donald W. Weidner, Esq.**

#### **ARTICLE VI** **Bylaws**

Section 6.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE VII** **Incorporator**

Section 7.1. Name and Address. The name and street address of the incorporator of this corporation is **Donald W. Weidner, Donald W. Weidner, P.A. 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida 32256.**

#### **ARTICLE VIII** **Amendment**

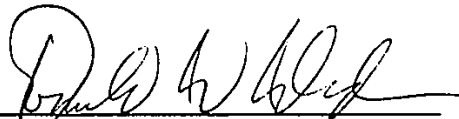
Section 8.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than sixty-six and six tenths percent (66.6%) of its shareholders.

**Certificate Designating or Changing Place  
of Business or Domicile for the Service of Process  
Within This State, Naming Agent Upon  
Whom Process May Be Served**

Pursuant to the requirements of Chapter 48.091, Florida Statutes, the following is submitted in compliance therewith:

That **Okeechobee Imaging, Inc.**, a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named **Donald W. Weidner, Esquire at 10161 Centurion Parkway North, Suite 190, Jacksonville, FL 32256** its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

  
\_\_\_\_\_  
Donald W. Weidner, Esquire

STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF DUVAL         )

**SWORN TO AND SUBSCRIBED** before me this \_\_\_\_ day of \_\_\_\_\_, 199\_\_, by **Donald W. Weidner, Esquire** who is personally known to me.


\_\_\_\_\_  
Notary Public, State of Florida

\_\_\_\_\_  
Name of Notary typed, printed, or stamped

**ARTICLE IX**  
**Dissolution**

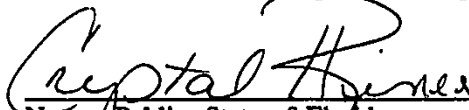
Section 9.1. Dissolution. The corporation may be dissolved at any time on the affirmative vote of the holders of at least sixty-six and six tenths percent (66.6%) of the shareholders. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 10<sup>th</sup> day of Oct., 1997.

  
Donald W. Weidner, Esquire

STATE OF FLORIDA     )  
                                      ) ss:  
COUNTY OF DUVAL    )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of Oct., 1997, by Donald W. Weidner, Esquire who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida




CRYSTAL H RINER  
My Commission CC499934  
Expires Dec 28, 1999

Name of Notary typed, printed, or stamped

**ACCEPTANCE**

I hereby agree to act as registered agent for Okeechobee Imaging, Inc., as stated in the Articles of Incorporation of said Corporation.

  
Donald W. Weidner, Esquire

FILED  
97 OCT 15 AM 11:50  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA