

Martin J. Hanna, P.A.

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April 9, 1998

SENT VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street (Old Jail)
Tallahassee, Florida 32301

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-04/10/98-01085-016
*****122.50 *****122.50

ATTENTION: CHARTER SECTION - NEW FILINGS

RE: ARTICLES OF INCORPORATION-

Research and Development Digital Imaging, Inc.

Gentlemen:

Enclosed please find the following:

1. Original and one copy of proposed Articles of Incorporation for the above named Corporation.
2. Check Number 5826 payable to Department of State, in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) which represents payment of the Filing Fee and a Stamped Certified Copy of the Articles.
3. A Federal Express envelope is enclosed for the return of the copy of the Articles of Incorporation.

If you should have any questions, please feel free to contact me at (954) 755-6133.

Sincerely,



MARTIN J. HANNA
Enclosures

FILED
98 APR 10 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/4-14-98

**ARTICLES OF INCORPORATION
OF
RESEARCH & DEVELOPMENT DIGITAL IMAGING, INC.**

FILED
APR 10 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associates himself for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

The name of the Corporation shall be:

RESEARCH & DEVELOPMENT DIGITAL IMAGING, INC.

ARTICLE II

The Corporation may engage in any activity of business permitted under the Laws of the United States and of the Laws of the State of Florida.

ARTICLE III

The authorized capital stock of this Corporation shall be 1000 shares of common stock of the par value of \$1.00 per share. The Shareholders are hereby granted pre-emptive right to any new issues of stock.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the shareholders of the Corporation; property, services or labor may be purchased or paid for with the capital stock at a just valuation to be fixed by the Shareholders.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of this Corporation shall be: 7667 W. Sample Road, Ste 170, Coral Springs, Florida 33065 and shall have the privilege of having branch offices at other places within or without the State of Florida. Further, the

Shareholders may from time to time, move the principal place of business of this Corporation to any other address within or without the State of Florida.

ARTICLE VII

The business of this Corporation shall be managed by its Shareholders, rather than by a Board of Directors. In the management of the business of the Corporation, the act of the Shareholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Shareholders. Each Shareholder shall be entitled to one (1) vote in person, or in proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the Corporation entitled to vote represented in person or proxy, shall constitute a quorum at any meeting of Shareholders for the management of the business of the Corporation.

ARTICLE VIII

The name and address of the Subscribers and initial Shareholders of this Corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Shannon M. Brand	President	7667 W. Sample Road. Ste 170 Coral Springs, FL 33065
Shannon M. Brand	Secretary	7667 W. Sample Road, Ste 170 Coral Springs, FL 33065

ARTICLE IX

The street address of the initial registered office of the Corporation is **1515 University Drive, Suite 214, Coral Springs, Florida 33071** and the name of the initial **Registered Agent is: MARTIN J. HANNA.**

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Shareholders at a Shareholders' meeting by vote of the Shareholders voting the majority of the stock capable of being voted, unless all Shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day

of

April, 1998.

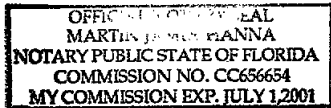
Shannon M. Brand
SHANNON M. BRAND, Incorporator

STATE OF FLORIDA }
COUNTY OF BROWARD }

The foregoing instrument was acknowledged before me this 7th day of April, 1998
by SHANNON M. BRAND, who is personally known to me or who has produced her
Drivers License as identification and who did not take an oath.

Martin James Hanna
Printed Name: Martin James Hanna
Notary Public State of Florida

My Commission Expires:



Having been named to accept service of process for the above stated Corporation, at the
place designated in these Articles, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all Statutes relative to the proper and complete
performance of my duties.

Date: April 7, 1998

Martin J. Hanna
MARTIN J. HANNA
Registered Agent
1515 University Drive
Suite 214
Coral Springs, FL 33071

FILED
98 APR 10 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA