

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : 1-850-922-4001

From: Contact Name : JIM SIERRA & ASSOCIATES  
Account number : 110677000356  
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Fax number : (305)271-4422

IMAGING SYSTEMS INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

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FROM : TAXSMART INC JIM SIERRA ASSOC PHONE NO. : 305 271 4422  
304) 922-3709 08/06/98 13:55 Florida Department of State

Aug. 06 1998 01:58PM P2



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 6, 1998

JIM SIERRA & ASSOCIATES

SUBJECT: IMAGING SYSTEMS INTERNATIONAL, INC.  
REF: W98000017885

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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- OF -

***IMAGING SYSTEMS INTERNATIONAL, INC.***

We, THE UNDERSIGNED, hereby associate ourselves together 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 said State of Florida.

**ARTICLE I**

The name of this corporation shall be:

***IMAGING SYSTEMS INTERNATIONAL, INC.***

**ARTICLE II**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

**ARTICLE IV**

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE HUNDRED (\$100.00) DOLLARS.

**ARTICLE V**

This corporation shall exist perpetually unless sooner dissolved according to law.

Prepared by:  
Jim Sierra  
9290 Sunset Dr Ste 105  
Miami, FL 33173  
Tel No. (305)271-7310

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**ARTICLE VI**

The initial street address of the principal office of the corporation shall be:

8235 LAKE DRIVE APT D205  
MIAMI, FL 33166

**ARTICLE VII**

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

**ARTICLE VIII**

The name and street address of the member of the first Board of Directors of this corporation are as follows:

MARCIA C. ALVAREZ

8235 LAKE DRIVE APT D205  
MIAMI, FL 33166

SERGIO MARTINS TEIXEIRA JUNIOR

C-235#1323 ROOM 601  
GOIANIA-GO BRAZIL

**ARTICLE IX**

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

MARCIA C. ALVAREZ

8235 LAKE DRIVE APT D205  
MIAMI, FL 33166

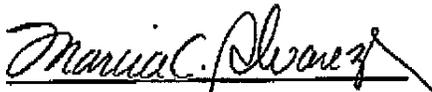
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**ARTICLE X**

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned MARCIA C. ALVAREZ, being natural person(s), competent to contract, have here unto set his/their hands and seal this 5 August, 1998.

  
MARCIA C. ALVAREZ

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**STATE OF FLORIDA) S.S.  
COUNTY OF DADE )**

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared MARCIA C. ALVAREZ, known and known to me, to be the person(s) described herein and who executed the foregoing Article of Incorporation, and he/she/they acknowledged before me that he/she/they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 5 August, 1998

  
\_\_\_\_\_  
JIM SIERRA

My commission expires:



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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

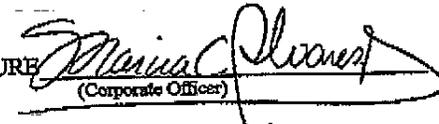
IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: IMAGING SYSTEMS INTERNATIONAL, INC  
WITH ITS PLACE OF BUSINESS AT 8235 LAKE DRIVE APT D205 MIAMI, FL 33166

HAS NAMED MARCIA C. ALVAREZ  
(Name of registered Agent)

LOCATED AT 8235 LAKE DRIVE APT D205 MIAMI, FL 33166  
(Street address and number of building - PO Box address ARE NOT acceptable)

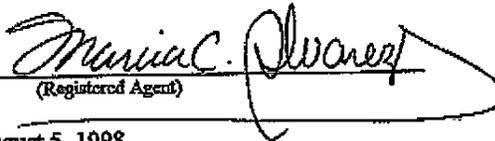
CITY OF MIAMI, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE   
(Corporate Officer)

TITLE Vice-Pres/Treas/Sec.

DATE August 5, 1998

I, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE   
(Registered Agent)

DATE August 5, 1998

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