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KILLGORE, PEARLMAN, STAMP, ORNSTEIN & SQUIRES

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
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³ ALSO MEMBER OF NEW YORK & TEXAS BAR

August 3, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/05/98--01104--019
****122.50 ****122.50

Re: TRANSCAN, INC.


Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.

Very truly yours,

KILLGORE, PEARLMAN,
STAMP, ORNSTEIN & SQUIRES


By:  Martin F. Stamp

MFS/cb
Enclosure

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 AUG -5 AM 11:53

FILED


8-10-98
3

**ARTICLES OF INCORPORATION
OF
TRANSCAN, INC.**

FILED
98 AUG -5 AM 11:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is TRANSCAN, INC. and its principal place of business and mailing address is 7040 WEST PALMETTO PARK ROAD, #4, SUITE 701, BOCA RATON, FLORIDA 33433.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$1.00 per share.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 7040 WEST PALMETTO PARK ROAD, #4, SUITE 701, BOCA RATON, FLORIDA 33433 and the name of the initial registered agent of this corporation at that address is FERNANDO T. GARCIA.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

FERNANDO T. GARCIA
7040 WEST PALMETTO PARK ROAD, #4, SUITE 701
BOCA RATON, FLORIDA 33433

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of July, 1998.

Fernando T. Garcia
FERNANDO T. GARCIA, Incorporator

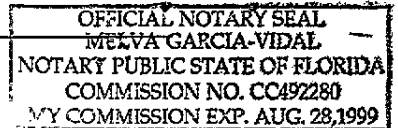
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24 day of July, 1998, by FERNANDO T. GARCIA, who is personally known to me ~~or who has produced~~ ~~Florida Driver's License~~ ~~as identification~~ and who did take an oath.

NOTARY PUBLIC:

Sign: Melva Garcia-Vidal
Print: MELVA GARCIA-VIDAL
State of Florida at Large
My Commission Expires:

Commission No. _____



ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for TRANSCAN, INC. hereby accepts such appointment this 24th day of July, 1998, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Fernando T. Garcia
FERNANDO T. GARCIA

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TALLAHASSEE, FLORIDA