

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
STATE OF FLORIDA

98 AUG 27 PM 2:19

P98000074987

ICAD, Inc.

800002626598--5

-08/27/98--01047--019

****122.50 ****122.50

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by: Chen

8.27

1102

Name

Date

Time

Walk-In

Will Pick Up

98 AUG 27 AM 11:05
STATE OF FLORIDA
SECRETARY OF STATE

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

98 AUG 27 PM 2:19

ARTICLES OF INCORPORATION
OF
ICAD, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act do hereby adopt the following articles of incorporation:

ARTICLE I

The name of this Corporation is: ICAD, Inc.

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is:

Section 1: To engage in any lawful business, including but not limited to software development.

Section 2: To carry on such other business or activities as may be necessary, convenient or desirable to accomplish the above purposes, and to do all other things incidental thereto which are not prohibited by law or by these Articles of Incorporation.

ARTICLE III

CAPITAL STRUCTURE:

The aggregate number of shares of the Corporation is 1000. Initially 100 shares will be issued. The shares will be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV

TERMS OF EXISTENCE: This corporation is to exist perpetually. Corporate existence shall begin when this Corporation is filed with the Secretary of State's Office.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this Corporation in the State of Florida is 240 N. Washington Blvd., Suite 240, Sarasota, Florida 34236, and the name of its initial registered agent is David P. Matosky.

ARTICLE VI

OFFICERS: The names and addresses of the initial officers are:

President: David P. Matosky, 4577 Trails Drive, Sarasota, Florida 34232.

Vice-President: Paul Wilke, 2121 McClellan Parkway, Sarasota, Florida 34239.

Secretary/Treasurer: David P. Matosky, 4577 Trails Drive, Sarasota, Florida 34232.

ARTICLE VII

INITIAL STOCKHOLDERS: The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of the corporation the act of a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the corporation. The name and address of the shareholders of the corporation are:

David P. Matosky, 4577 Trails Drive, Sarasota, Florida 34232 60
Shares.

Paul Wilke, 2121 McClellan Parkway, Sarasota, Florida 34239 40
Shares.

ARTICLE VIII

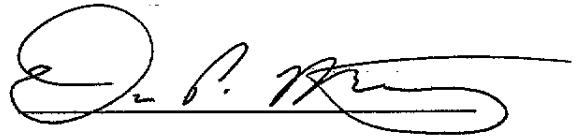
IDEMINIFICATION BY CORPORATION: The corporation shall have the right to indemnify and hold harmless any officer, employee or agent of the corporation from any liability, claim, or demand arising out of or in connection with that corporate capacity, and to purchase and maintain liability insurance therefor, pursuant to the terms and conditions of the Florida General Corporation Act, as amended, unless prohibited or

restricted.

ARTICLE IX

SUBSCRIBER: The name and address of the subscriber to these Articles of Incorporation is: David P. Matosky, 4577 Trails Drive, Sarasota, Florida 34232.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 26th day of August, 1998.



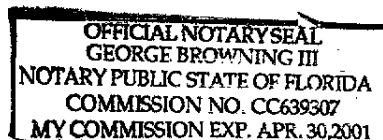
David P. Matosky

STATE OF FLORIDA
COUNTY OF SARASOTA

Acknowledged before me this 26th day of August, 1998 by David P. Matosky who is personally known to me and who did not take an oath. .


Notary Public

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 pursuance of chapter 607.034, Florida Statutes, the following is
submitted, in compliance with said Act:

FIRST--That ICAD, Inc., desiring to organize under the laws of the
State of Florida with its principal office at 240 N. Washington Blvd., Suite
240, Sarasota, Florida 34236, has named David P. Matosky, 240 N.
Washington Blvd., Suite 240, Sarasota, Florida 34236, as its Registered
Agent to accept service of process within this state.

OFFICERS:

President
Sarasota, Florida 34232.

David P. Matosky, 4577 Trails Drive,

Vice-President
Sarasota, Florida 34239

Paul Wilke, 2121 McClellan Parkway,

Secretary/Treasurer
Sarasota, Florida 34232.

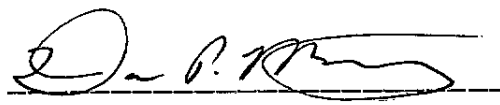
David P. Matosky, 4577 Trails Drive,

DIRECTORS:

The business of this corporation shall be managed by its
Shareholders rather than a Board of Directors.

ACKNOWLEDGMENT:

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


David P. Matosky

FILED
CLERK OF STATE
98 AUG 27 PM 2:19
DIVISION OF CORPORATE