



P98000093832

October 23, 1998

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Hosea Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Reginald Clyne, Esq.

John A. Hall

Congresswoman Carrie P. Meek

Gáith C. Reeves

Neill Robinson

Dorothea Stewart

David L. Wilson

Elaine H. Black
Executive Director

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation:
21ST CENTURY IMAGING, INC.

800002679288--9

-11/03/98-01072-002

*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for the above-referenced corporation along with Money Order #92195152610 in the sum of \$78.75 for filing fee.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked certified copy of each document to the following:

STANLEY B. LEWIS
ATTORNEY AT LAW
TOOLS FOR CHANGE
P.O. Box 510605
Miami, Florida 33151

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

Encls. (3)

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

714 N.W. 62nd Street • Miami, FL 33127 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

TA-11/5/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV -3 AM 10:41

FILED

FILED
98 NOV -3 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

21ST CENTURY IMAGING, INC.

The undersigned, acting as the incorporator of this Corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is 21ST CENTURY IMAGING, INC. hereinafter referred to as the "Corporation".

ARTICLE II: MAILING ADDRESS OF THE CORPORATION

The principal address and the mailing address of the Corporation is at 1011 NW 195 Street, Miami, Florida 33169.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES OF THE CORPORATION

The purposes for which the Corporation is organized are to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may

authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received as just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE VI: PRE-EMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of this Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 1011 NW 195 Street, Miami, Florida 33169 and SHEILA McCRAY is the registered agent at that office.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The name and address of the initial Board of Directors of the Corporation is:

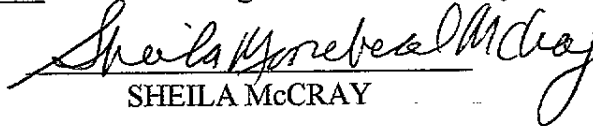
SHEILA McCRAY
770 NW 195 Terrace
Miami, Florida 33168

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of the Corporation is:

SHEILA McCRAY
770 NW 195 Terrace
Miami, Florida 33168

IN WITNESS WHEREOF, I, SHEILA McCRAY, the undersigned incorporator, have signed these Articles of Incorporation for 21ST CENTURY IMAGING, INC. on this 27th day of October, 19 98 and acknowledged the same to be my act.


SHEILA McCRAY

STATE OF FLORIDA)

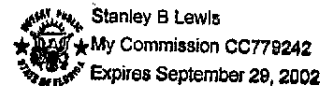
COUNTY OF DADE)

The foregoing instrument, namely Articles of Incorporation of 21ST CENTURY IMAGING, INC., was acknowledged before me this 27th day of October, 19 98 by SHEILA McCRAY, who personally appeared before me at the time of notarization, and who is personally known to me.

NOTARY PUBLIC:

Sign: Stanley B. Lewis

Print: Stanley B. Lewis



**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 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That 21ST CENTURY IMAGING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named SHEILA McCRAY, located at 1011 NW 195 Street, in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the 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.

BY: *Sheila McCreary McCray*
SHEILA McCRAY

DATED: 10/27/98

FILED
98 NOV -3 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA