

**SCOTT F. NELSON, P.A.**

CERTIFIED PUBLIC ACCOUNTANT  
200 SOUTH HOOVER BOULEVARD, BUILDING 201  
SUITE 140  
TAMPA, FLORIDA 33609  
813-286-7946 FAX 813-639-1142

P98000100596

November 25, 1998

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-11/30/98--01025--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

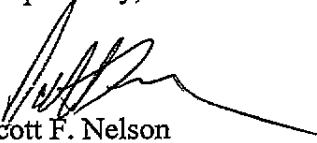
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32314

**RE: ADVANTAGE IMAGING SYSTEMS, INC.**

To Whom It May Concern:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$70.00. This check represents the cost of the filing fees.

Respectfully,

  
Scott F. Nelson

**FILED**  
98 NOV 30 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OB  
(2-3-28)  
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**ARTICLES OF INCORPORATION**  
of  
ADVANTAGE IMAGING SYSTEMS, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is: ADVANTAGE IMAGING SYSTEMS, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be

127 WEST FAIRBANKS AVENUE  
SUITE 449  
WINTER PARK, FL 32789

**ARTICLE III - DURATION**

The corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE IV - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V - CAPITAL STOCK**

The corporation is authorized to issue one thousand shares (1,000) of one Dollar (\$1.00) par value Common Stock, which shall be designated as "Common Shares."

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

The name and street address of the Initial Registered Agent of this Corporation is:

SCOTT F. NELSON  
200 SOUTH HOOVER BLVD.  
BLDG. 201, SUITE 140  
TAMPA, FLORIDA 33609

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98 NOV 30 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

TAMARA NEWMAN  
127 WEST FAIRBANKS AVENUE  
SUITE 449  
WINTER PARK, FL 32789

**ARTICLE III - INCORPORATORS**

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

SCOTT F. NELSON  
200 SOUTH HOOVER BLVD.  
BLDG. 201, SUITE 140  
TAMPA, FLORIDA 33629

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 24 day of November 1998.

  
\_\_\_\_\_  
Signature

STATE OF FLORIDA                    )  
  SS  
COUNTY OF HILLSBOROUGH)

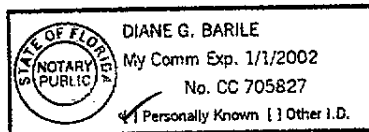
before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SCOTT F. NELSON, known to me and known to be the person(s) who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 24 day of November 1998

(Notary Seal)

  
\_\_\_\_\_  
(Notary Public, State of Florida at large)

My Commission expires:



**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

***CERTIFICATE OF REGISTERED AGENT  
OF  
ADVANTAGE IMAGING SYSTEMS, INC.***

Pursuant to Florida Statutes Section 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered agent as indicated in the Articles of Incorporation at 200 SOUTH HOOVER BLVD, BLDG 201, SUITE 140, TAMPA, FLORIDA 33609 has named SCOTT F. NELSON, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

**FILED**  
98 NOV 30 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***ACKNOWLEDGMENT***

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 Florida Law in keeping open said office.

  
\_\_\_\_\_  
(Registered Agent)