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BASIC AMENDMENT

PANSCOPE, INC.

Certificate of Status	0
Certified Copy	1
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Corporate Filing

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Glanda E. Hood
Secretary of State

August 2, 2004

PANSCOPE, INC.
7512 D. PHILLIPS BLVD.
STE 50 PMB 326
ORLANDO, FL 32819

SUBJECT: PANSCOPE, INC.
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PANSCOPE, INC.**

Pursuant to Sections 607.1006 and 607.1007, Florida Statutes, the Articles of Incorporation of Panscope, Inc. f/k/a the Doctor's Scope Shop, Inc. are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME

The name of this Corporation shall be **PANSCOPE, INC.**, and its principal place of business shall be located at 1803 Park Center Drive, Suite 120, Orlando, FL 32811.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence as of the date the Articles of Incorporation were first filed with the Secretary of State of Florida, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

CAPITAL STOCK

1. **Number and Class of Shares Authorized; Par Value.** This Corporation is authorized to issue One Hundred Thousand (100,000) shares of voting common stock, having One Cent (\$.01) par value.

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FLORIDA

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2. **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. **No Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 1803 Park Center Drive, Suite 120, Orlando, FL 32811, and the registered agent of this Corporation at that address shall be **ANTHONY ALATRISTE**. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

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ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have three (3) directors. The number of directors may be either increased or diminished from time to time by the bylaws. The name and street address of the directors of this Corporation at the time of filing these Amended and Restated Articles are:

Anthony Alatrste
1803 Park Center Dr
Suite 120
Orlando, FL 32811

David Dunbar
13011 Sugarbluff Road
Clermont, FL 34711

Daniel Place

ARTICLE VII
INCORPORATOR

The name and street address of the person signing these amended and restated articles is as follows:

David Dunbar
13011 Sugarbluff Road
Clermont, FL 34711

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

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ARTICLE IX
INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors and the Shareholders on July 1, 2004.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this 1 day of July, 2004.

U M U (SEAL)
David Dumbar, Vice President/Secretary

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

PANSCOPE, INC. (the "Corporation") organized under the laws of Florida, with its principal place of business at: 1803 Park Center Drive, Suite 120, Orlando, FL 32811, has named and designated: ANTHONY ALATRISTE, with his registered office located at: 1803 Park Center Drive, Suite 120, Orlando, FL 32811, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for PANSCOPE, INC. (the "Corporation") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this _____ 1 _____ day of July, 20 04.

X 

Anthony Alatrisme
Registered Agent