

04-20-2000

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OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

3-21-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Change of Name
- Other

Effective Date
Month Day Year
03/10/00

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

04/19/2000 JSHABAZZ 00000275 1287666

FOR OFFICE USE ONLY

01 FC=481
02 FC=482

40.00 DP
125.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002055 FRAME: 0537

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount: \$165.00

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

JOHN Q. McQUILLAN, REG. NO. 19,805

John Q. McQuillan

03/16/00

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

WHEREAS, a first LA-MAN CORPORATION was a corporation organized and existing under the laws of the State of Michigan, filed November 2, 1979, having a place of business at Tekonsha, Michigan 49092 (copy of "ARTICLES OF INCORPORATION attached as EXHIBIT "A"),

WHEREAS, a second LA-MAN CORPORATION was a corporation organized and existing under the laws of the State of Nevada filed on February 4, 1983, and having a place of business at Tekonsha, Michigan 49092, (copy of "ARTICLES OF INCORPORATION" attached as EXHIBIT "B");

WHEREAS, said first LA-MAN CORPORATION, a Michigan Corporation, was merged into the second LA-MAN CORPORATION, a Nevada Corporation, by a CERTIFICATE OF MERGER, filed on May 31, 1983, the corporation being LA-MAN CORPORATION, a Nevada Corporation (copy of CERTIFICATE OF MERGER" attached hereto as EXHIBIT "C");

WHEREAS, after the merger of the first LA-MAN CORPORATION and the second LA-MAN CORPORATION as of May 31, 1983, the place of business of the second LA-MAN CORPORATION was changed to Hamilton, Indiana, 46742;

WHEREAS, the second LA-MAN CORPORATION, was the owner of all right, title, and interest, directly, by merger, or by mesne assignments in and to the Trademark Registrations of the United States identified in EXHIBIT "D" attached hereto (hereinafter, "the U.S. Trademark Registrations"), and the trademarks described and registered therein, as shown by the records of the U.S. Patent and Trademark Office; and

WHEREAS, the second LA-MAN CORPORATION, subsequently having a principal office at 5029 Edgewater Drive, Orlando, Florida 32810, by means of "RESTATED ARTICLES OF INCORPORATION", effective October 29, 1998 (copy annexed hereto as EXHIBIT "E"), changed its corporate name from LA-MAN CORPORATION to "DISPLAY TECHNOLOGIES, INC".

WHEREAS, DISPLAY TECHNOLOGIES, INC., by said change of name from LA-MAN

CORPORATION, is a corporation organized and existing under the laws of the State of Nevada, having a place of business at 5029 Edgewater Drive, Orlando, Florida 32810 (hereinafter "DISPLAY TECHNOLOGIES");

WHEREAS, DISPLAY TECHNOLOGIES has adopted and is using the trademarks, service marks, titles, names, trade names, and trademark and service mark registrations identified in said EXHIBIT "D" attached hereto (hereinafter "the Marks"), and all foreign trademarks and service marks, corresponding to the the Marks; and

WHEREAS, DISPLAY TECHNOLOGIES is the owner of all right, title and interest directly, by merger, or by mesne assignments in and to the Marks, and any and all foreign trademarks and service marks corresponding to the Marks; and

WHEREAS, LA-MAN CORPORATION, a new and third corporation organized and existing under the laws of the State of Nevada as of November 5, 1998, as shown by the Articles Of Incorporation of said new and third LA-MAN CORPORATION, identified as EXHIBIT "F" attached hereto, and having a place of business at 5029 Edgewater Drive, Orlando, Florida 32810 (hereinafter "LA-MAN"), is desirous of acquiring from DISPLAY TECHNOLOGIES any and all right, title, and interest in and to the Marks and any and all foreign trademarks and service marks corresponding to the Marks which DISPLAY TECHNOLOGIES may own, together with the goodwill of the business appurtenant thereto and symbolized thereby.

NOW, THEREFORE, for the sum of Ten Dollars (\$10.00) and other good and valuable consideration to DISPLAY TECHNOLOGIES, it in hand paid, the receipt and sufficiency whereof is mutually acknowledged, DISPLAY TECHNOLOGIES does hereby assign, sell, transfer, convey, and grant to the said new and third corporation named LA-MAN, its successors and assigns, any and all right, title, and interest which it may have in and to the Marks shown as EXHIBIT "D" and any and all foreign trademarks and service marks corresponding to the Marks together with the goodwill of the businesses appurtenant thereto and which is symbolized thereby.

DISPLAY TECHNOLOGIES authorizes and requests the Commissioner of Patents and Trademarks of the U.S. Patent and Trademark Office and the empowered official of any foreign trademark office to issue all renewals of trademark and service mark registrations which may issue with respect to the Marks and any and all foreign trademarks and service marks corresponding to the Marks to the said new and third corporation named LA-MAN, its successors and assigns, in accordance with this Assignment.

DISPLAY TECHNOLOGIES, binds itself, as well as its successors, assigns and legal representatives, to execute and deliver to the said new and third corporation named LA-MAN, its successor and assigns, any further documents or instruments and do any and all further acts that may be necessary to vest in the said new and third corporation named LA-MAN, its successors and assigns, the title herein conveyed, or intended so to be conveyed, and to enable such title to be recorded in the United States Patent and Trademark Office and in the corresponding offices of countries foreign to the United States provided that the said new and third corporation named LA-MAN shall pay all expenses incidental to the aforesaid execution and delivery of further documents or instruments but not additional consideration.

And DISPLAY TECHNOLOGIES further covenants and agrees, in consideration of these premises, that DISPLAY TECHNOLOGIES will at any time, upon request, communicate to the said new and third corporation named LA-MAN, its successors, and assigns, any facts relating to the Marks and any and all foreign trademarks and service marks corresponding to the Marks and the history thereof, known to DISPLAY TECHNOLOGIES, and that DISPLAY TECHNOLOGIES will testify as to the same in any proceeding or litigation when requested so to do by the said new and third corporation named LA-MAN, its successors and assigns.

DISPLAY TECHNOLOGIES further assigns to the said new and third corporation named LA-MAN, its successors and assigns, all claims for damages by reason of past infringement of the Marks and any and all foreign trademarks and service marks corresponding to the Marks and the right to bring or maintain suit at law and equity for past infringement of the Marks and any and all foreign trademarks and service marks corresponding to the Marks and

to retain for the benefit of the said new and third corporation named LA-MAN, all damages or settlements arising from said past infringements, effective the date of execution of this Assignment.

In TESTIMONY WHEREOF, I have hereunto set my hand and seal this 10 day of March, 2000.

Corporate Seal

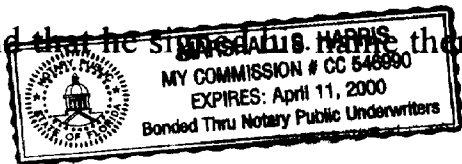
Display Technologies, Inc.



By: J. William Brandner
Title: President, CEO

STATE OF FLORIDA)
COUNTY OF ORANGE) ss.:

On this 10 day of March, 2000, before me personally appeared J. William Brandner, to me known, who, being duly sworn, did depose and say that he resides at 1124 Tall Pine Drive, Apopka, Florida 32712, that he is the President, CEO of DISPLAY TECHNOLOGIES, INC., the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed the same thereto by like order.



(Notarial Seal)



Notary Public

EXHIBIT A

U.S. TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
LA-MAN	1,287,666	07/31/84
PNEUGARD & DESIGN	1,328,054	04/02/85
EXTRACTOR & DESIGN	1,359,880	09/10/85
EXTRACTOR/DRYER	1,596,100	05/15/90
ENCAPULATOR	1,790,935	08/31/93
WE MAKE COMPRESSED AIR WORK	1,844,119	07/12/94

ASSIGNMENT EXHIBITS LIST

- A. 1979 ARTICLES OF INCORPORATION**
- B. 1983 ARTICLES OF INCORPORATION**
- C. 1983 CERTIFICATE OF MERGER**
- D. LIST OF SIX TRADEMARK REGISTRATIONS**
- E. RESTATED ARTICLES OF INCORPORATION, EFFECTIVE 10/29/00**
- F. ARTICLES OF NEW AND THIRD CORPORATION NAMED LA-MAN**

UNITED STATES OF AMERICA



Michigan Department of Commerce

Lansing, Michigan

To All To Whom These Presents Shall Come:

I, William J. McLaughlin, Director, Michigan Department of Commerce,
Do Hereby Certify That Articles of Incorporation of _____

LA - MAN CORPORATION

were duly filed in this office on the _____ 2nd _____ day of _____ November _____, 19 79,
in conformity with Act 284, Public Acts of 1972, as amended.

In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this _____ 2nd _____ day
of _____ November _____, 19 79 _____

William J. McLaughlin
Director

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

Date Received
SEP 28 1979
OCT 10 1979
OCT 29 1979

FILED

Michigan Department of Commerce

NOV 2 - 1979

Alvin M. Houghton

DIRECTOR

C & S-101

INFORMATION AND INSTRUCTIONS

Articles of Incorporation — Profit Domestic Corporations

1. Article I—The corporate name of a domestic profit corporation is required to contain one of the following words or abbreviations: "Corporation", "Company", "Incorporated", "Limited", "Corp.", "Co.", "Inc." or "Ltd."
2. Article II may state, in general terms, the character of the particular business to be carried on. Under section 202(b) of the law, it is a sufficient compliance to state substantially, *alone or with specifically enumerated purposes*, that the corporation may engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act. The law requires, however, that educational corporations must state their specific purposes.
3. Articles III and IV — The law requires the incorporators of a domestic corporation having *shares without par value* to submit in writing the amount of consideration proposed to be received for each share which shall be allocated to stated capital.
4. Article VI - The law requires one or more incorporators. The addresses should include a street number and name (or other designation), in addition to the name of the city and state.
5. The duration of the corporation should be stated in the Articles *only if the duration is not perpetual*.
6. The Articles must be signed in ink by each incorporator. The names of the incorporators as set out in Article VI should correspond with the signatures.
7. One original copy of the Articles is required. A true copy will be prepared by the Corporation and Securities Bureau and returned to the person submitting the Articles for filing.
8. An effective date, not later than 90 days subsequent to the date of filing, may be stated in the Articles of Incorporation.
9. FEES: Filing Fee \$10.00
Franchise Fee — 3 mill on each dollar of authorized capital stock, with a minimum franchise fee of \$25.00
(Make fee payable to State of Michigan)
10. Mail Articles of Incorporation and fees to:

Michigan Department of Commerce
 Corporation and Securities Bureau
 Corporation Division
 P. O. Drawer C
 Lansing, Michigan 48904

ARTICLE IV.

(Use the following if the shares are to be divided into classes.)

The total authorized capital stock is:

(1) { Preferred shs. _____ Par value \$ _____ } per share
{ Common shs. _____ Par value \$ _____ }

and/or shs. of (2) { Preferred _____ } no par value.
{ Common _____ }

(3) A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE V.

The address of the initial registered office is:

411 East Mansion Street Marshall Michigan 49068
(No. and Street) (Town or City) (Zip Code)

The mailing address of the initial registered office is (need not be completed unless different from the above address):

_____ Michigan _____
(No. and Street) (Town or City) (Zip Code)

The name of the initial resident agent at the registered office is:

Frank E. Boley

ARTICLE VI.

The name(s) and address(es) of the incorporator(s) are as follows:

Table with 3 columns: Name, Residence or Business Address. Rows include Arlo E. Lane, Roy E. Coffman, Floyd Coffman, and Richard W. Coffman with their respective addresses and zip codes.

ARTICLE VII.

OPTIONAL (Delete Article VII if not applicable.)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity having jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VIII.

(Here insert any desired additional provisions authorized by the Act)

IN WITNESS WHEREOF, the undersigned, the incorporator(s) of the above-named corporation, has (have) hereunto signed these Articles of Incorporation on this 23 day of September 1979

John E. Lane

Roy E. Coffman

Richard W. Coffman

Royd Coffman

(See Instructions on Reverse Side)

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

FEB 4 1983

FILING FEE: \$75
BY: UNITED CORP.
SERVICES,
SIXTH FLOOR
9 EAST 40TH
NEW YORK,
NEW YORK 1

ARTICLES OF INCORPORATION
OF
LA-MAN CORPORATION

749-83

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Nevada, do hereby set forth as follows:

FIRST: The name of the corporation is
LA-MAN CORPORATION

SECOND: The address of the initial principal office and registered agent in this state is c/o United Corporate Services, Inc., 124 East John Street, in the City of Carson City, County of Carson City, State of Nevada 89701 and the name of the registered agent at said address is United Corporate Services, Inc..

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Nevada.

FOURTH: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	50,000.000	\$. 001.

FIFTH: The number of directors constituting the initial Board of Directors is three (3); and the names and addresses of those constituting

The initial board of Directors, to serve until the first annual meeting of shareholders, or until the successors are elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David G. Mann	14975 E. Dirve South Marshall, Michigan 49068
Richard N. Coffman	2650 12 Mile Road Burlington, Michigan 49092
Roy E. Coffman	13401 Jackson Drive Tekonsha, Michigan 49092
Floyd K. Coffman	17995 M-60 East Tekonsha, Michigan 49092

SIXTH: The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray A. Barr	9 East 40th Street New York, New York 10016
Mark Skubicki	9 East 40th Street New York, New York 10016
Maria K. Fischetti	9 East 40th Street New York, New York 10016

SEVENTH: The period of duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned hereby execute this document and affirm that the facts set forth herein are true under the penalties of perjury this third day of February, 1983.


RAY A. BARR

Ray A. Barr, Incorporator


MARK SKUBICKI

Mark Skubicki, Incorporator


MARIA K. FISCHETTI

Maria K. Fischetti, ~~INCORPORATOR~~ TRADEMARK

STATE OF NEW YORK)
)ss:
COUNTY OF RICHMOND)

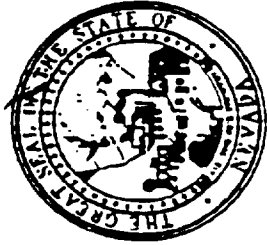
Be it remembered that on this third day of February, 1983, personally came before me, a Notary Public in and for the County and State aforesaid, Ray A. Barr, Mark Skubicki and Maria R. Fiscetti, parties to the foregoing document, known to me personally to be such, and who, being by me first duly sworn, acknowledged the said document to be their act and deed and that the facts therein stated are true.

Given under my hand and seal of office the day and year aforesaid.


Margaret M. Ouellette, Notary Public

MARGARET M. OUELLETTE
NOTARY PUBLIC, State of New York
No. 43472078
Commissioned in Richmond County
Qualified in New York County
Commission Expires March 30, 1983

State of Nevada



Department of State

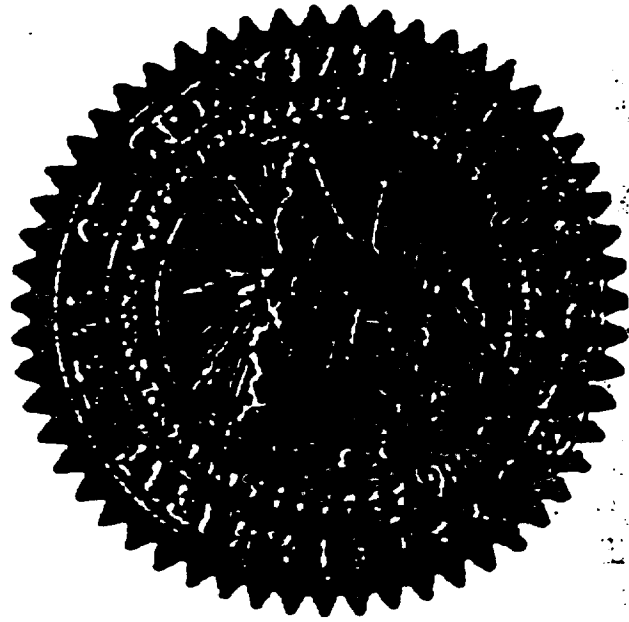
I, WM. D. SWACKHAMER, Secretary of State of the State of Nevada, do hereby certify that

LA-MAN CORPORATION

did on the FOURTH day of FEBRUARY, 1983, file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the statements of facts required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this

FOURTH day of FEBRUARY, A. D. 1983



William D. Swackhamer
Secretary of State
By *Chas. Adams*

Deputy

CERTIFICATE OF MERGER

LA-MAN CORPORATION
(a Michigan Corporation)

INTO

LA-MAN CORPORATION
(a Nevada Corporation)

Pursuant to Section 78.411 of the
State of Nevada General Corporation Law

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

MAY 31 1983

THE SECRETARY OF STATE

Richard J. Coffman
No. 749-83

EXHIBIT
3.2

The undersigned, being the Surviving corporation, hereby sets forth as follows:

FIRST: The name of the Surviving corporation is LA-MAN CORPORATION; its state of incorporation is Nevada.

SECOND: The name of the Non-Surviving corporation is LA-MAN CORPORATION; its state of incorporation is Michigan.

THIRD: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 78.479 of the State of Nevada General Corporation Law.

(a) The Certificate of Incorporation of LA-MAN, a Nevada corporation is the Certificate of Incorporation of the Surviving corporation.)

FOURTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving corporation; the address of said principal place of business is as follows:

c/o United Corporate Services, Inc.
124 East John Street,
Carson City, Nevada 89701

FIFTH: A copy of the Agreement of Merger will be furnished by the Surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SIXTH: "The authorized capital stock of the Non-Surviving corporation which is incorporated under the laws of the State of Michigan is 50,000 shares \$.01 par value."

IN WITNESS WHEREOF, this certificate is hereby executed this 16th day of May, 1983.

ATTEST:

David O. Mason
(Secretary or Assistant Secretary) Director

David K. Coffman
David K. Coffman - Director

LA-MAN CORPORATION - NEVADA
(Name of Surviving Corporation)

By *Richard J. Coffman*
(President or Vice-President) Director

EXHIBIT D

U.S. TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
LA-MAN	1,287,666	07/31/84
PNEUGARD & DESIGN	1,328,054	04/02/85
EXTRACTOR & DESIGN	1,359,880	09/10/85
EXTRACTOR/DRYER	1,596,100	05/15/90
ENCAPULATOR	1,790,935	08/31/93
WE MAKE COMPRESSED AIR WORK	1,844,119	07/12/94

NOV 02 1998
THIS INSTRUMENT SHOULD ACCOMPANY RESTATED ARTICLES (PURSUANT TO NRS 78.403(B))
OF INCORPORATION FOR A NEVADA CORPORATION

No. 01749-83

Dean Heller
DEAN HELLER, SECRETARY OF STATE Corporation LA-MAN CORPORATION

2. Date of Adoption of Amended and Restated Articles OCTOBER 29, 1998

3. If the articles were amended, please indicated what changes have been made:

a. Was there a name change? Yes No If yes, what is the new name?

DISPLAY TECHNOLOGIES, INC.

b. Did you change the resident agent? Yes No If yes, please indicate new resident agent and address:

Please attach the resident agent acceptance certificate.

c. Did you change your purposes? Yes No Did you add Banking? Gaming?
Insurance? None of these?

d. Did you change the capital stock? Yes No If yes, indicate the change:

CREATION OF A NEW CLASS OF PREFERRED STOCK

e. Did you change the directors? Yes No If yes, indicate the change:

f. Did you add the directors liability provision? Yes No

g. Did you change the period of existence? Yes No If yes, what is the new existence?

h. If none of the above apply, and you have amended or modified the articles, how did you change your articles?

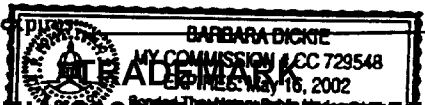
Marshall S. Harris
Marshall S. Harris, Vice President

10/29/98
Date

State of FLORIDA)
) ss.
County of ORANGE)

On October 29, 1998, personally appeared before me, a Notary Public, MARSHALL S. HARRIS, as Vice President of LA-MAN CORPORATION, a Nevada corporation, who acknowledged that he executed the above instrument.

Barbara Dickie
Notary Public
Print name: Barbara Dickie

My commission expires 
REEL: 002055 FRAME: 0555

NOV 02 1998

No. C749-83
Dean Heller
DEAN HELLER, SECRETARY OF STATE

**RESTATED
ARTICLES OF INCORPORATION
OF
DISPLAY TECHNOLOGIES, INC.**

The directors of the corporation approved the Restated Articles of Incorporation as of August 28, 1998 and the Restated Articles of Incorporation were submitted to the shareholders and approved at a meeting held on October 29, 1998 by a vote of 3,181,069 out of 4,988,180 allowable shares of common stock. This approval was made after the issuance of stock pursuant to NRS Section 78.390.

ARTICLE I - NAME

The name of the corporation is DISPLAY TECHNOLOGIES, INC.

ARTICLE II - EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Section 3.1 Purposes. The nature, objects and purposes of the business to be transacted shall be to transact all lawful business for which corporation may be incorporated pursuant to the Nevada General Corporation Law.

Section 3.2 Powers. In furtherance of the foregoing purposes, the corporation shall have and may exercise all of its rights, powers and privileges now or thereafter conferred upon corporations organized under the laws of Nevada. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporation purposes.

ARTICLE IV - CAPITAL STOCK

Section 4.1 Authorized Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, as "Common Stock" and "Preferred Stock." The total number of shares of all classes of stock that the corporation shall have authority to issue is 100,000,000 shares, consisting of 50,000,000 shares of Common Stock, par value \$.001 per share, and 50,000,000 shares of Preferred Stock, par value \$.001 per share.

Section 4.2 Issuance of Stock. The shares of Common Stock may be issued from time to time for such consideration as the Board of Directors may determine. Each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which the holders of Common Stock are entitled to vote.

Section 4.3 Designation of Relative Rights, Preferences, etc. of Preferred Stock. The shares of Preferred Stock may be issued from time to time in one or more series and for such consideration as the Board of Directors may determine. The Board of Directors is authorized, subject to any limitations prescribed by law, to establish from time to time the number of shares to be included in each such series, and by filing a certificate pursuant to the applicable law of the State of Nevada to fix the designation, powers, preferences, and rights of the shares of each such series of Preferred Stock, and any qualifications, limitations or restrictions thereof, including, but not limited to, the dividend rights, dividend rate or rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of shares of Preferred Stock, or any or all of them, all to the fullest extent now or hereafter permitted by the Nevada General Corporation Law, and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series of Preferred Stock shall be so decreased, the shares representing such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. No vote of the holders of the Common Stock or the Preferred Stock shall, unless otherwise provided in the resolutions creating any particular series of Preferred Stock, be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of these Articles of Incorporation.

ARTICLE V - DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation in Nevada is 301 East Clark Avenue, Suite 700, Las Vegas, Nevada 89101. The name of its registered agent at such address is Thomas W. Davis, II. The corporation may conduct part or all of its business in any other part of Nevada, of the United States or of the world. It may hold, purchase, mortgage, lease and convey real and personal property in any of such places.

ARTICLE VII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1 Limitation of Liability. To the maximum extent allowable by law, no director of the corporation shall have any personal liability to the corporation or its stockholders for damages for breach of fiduciary duty as a director. The above elimination of personal liability shall not be construed to eliminate or limit the liability of a director for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or for the payment of dividends in violation of N.R.S. 78.300.

Section 7.2 Nature of Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was or has agreed to become a Director or officer of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, and may indemnify any person who was or is a party or is threatened to be made a party to such an action, suit or proceeding by reason of the fact that he is or was or has agreed to become an employee or agent of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; except that in the case of an action or suit by or in the right of the Corporation to procure a judgment in its favor (a) such indemnification shall be limited to expenses (including attorneys' fees) actually and reasonably incurred by such person in the defense or settlement of such action or suit, and (b) no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Orange County, Florida Circuit Court or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Orange County, Florida Circuit Court or such other court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 7.3 Successful Defense. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 7.2 of this Article VII or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 7.4 Determination that Indemnification is Proper. Any indemnification of a Director or officer of the Corporation under Section 7.2 of this Article VII (unless ordered by a court) shall be made by the Corporation unless a determination is made that indemnification of the Director or officer is not proper in the circumstances because he has not met the applicable standard of conduct set forth in Section 7.2. Any indemnification of an employee or agent of the Corporation under Section 7.2 (unless ordered by a court) may be made by the Corporation upon a determination that indemnification of the employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 7.1. Any such determination shall be made (a)

by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

Section 7.5 Advance Payment of Expenses. Unless the Board of Directors otherwise determines in a specific case, expenses incurred by a Director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VII. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The Board of Directors may authorize the Corporation's legal counsel to represent such Director, officer, employee or agent in any action, suit or proceeding, whether or not the Corporation is a party to such action, suit or proceeding.

Section 7.6 Survival; Preservation of Other Rights. The foregoing indemnification provisions shall be deemed to be a contract between the Corporation and each Director, officer, employee and agent who serves in any such capacity at any time while these provisions as well as the relevant provisions of the Nevada General Corporation Law are in effect and any repeal or modification thereof shall not affect any right or obligation then existing with respect to any state of facts then or previously existing or any action, suit, or proceeding previously or thereafter brought or threatened based in whole or in part upon any such state of facts. Such a contract right may not be modified retroactively without the consent of such Director, officer, employee or agent.

The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. The Corporation may enter into an agreement with any of its Directors, officers, employees or agents providing for indemnification and advancement of expenses, including attorneys fees, that may change, enhance, qualify or limit any right to indemnification or advancement of expenses created by this Article VII.

Section 7.7 Severability. If this Article VII or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director or officer and may indemnify each employee or agent of the Corporation as to costs, charges and expenses (including attorneys' fees), judgment, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article VII that shall not have been invalidated and to the fullest extent permitted by applicable law.

Section 7.8 Subrogation. In the event of payment of indemnification to a person described in Section 7.1 of this Article VII, the Corporation shall be subrogated to the extent of such payment to any right of recovery such person may have and such person, as a condition of receiving indemnification from the Corporation, shall execute all documents and do all things that the Corporation may deem necessary or desirable to perfect such right of recovery, including the execution of such documents necessary to enable the Corporation effectively to enforce any such recovery.

Section 7.9 No Duplication of Payments. The Corporation shall not be liable under this Article VII to make any payment in connection with any claim made against a person described in Section 7.2 of this Article VII to the extent such person has otherwise received payment (under any insurance policy, bylaw or otherwise) of the amounts otherwise indemnifiable hereunder.

ARTICLE VIII - ADDRESS

The address of the principal office of the corporation is 5029 Edgewater Drive, Orlando, Florida 32810.

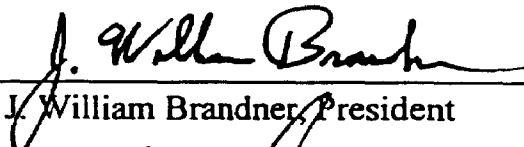
ARTICLE IX - MISCELLANEOUS

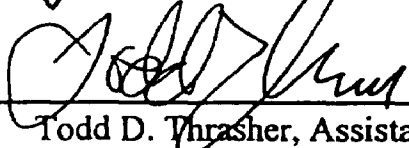
Section 9.1 Conflicting Interest Transactions. As used in this paragraph, "conflicting interest transaction" means any of the following: (a) a loan or other assistance by the corporation to a director of the corporation or to an entity in which a director of the corporation is a director or officer or has a financial interest; (b) a guaranty by the corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director of the corporation is a director or officer or has a financial interest; or (c) a contract or transaction between the corporation and a director of the corporation or between the corporation and an entity in which a director of the corporation is a director or officer or has a financial interest. No conflicting interest transaction shall be void or voidable, be enjoined, be set aside or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the corporation, solely because the conflicting interest transaction involves a director of the corporation or an entity in which a director of the corporation is a director or officer or has a financial interest, or solely because the director is present at or participates in the meetings of the corporation's board of directors or of the committee of the board of directors which authorizes, approves or ratifies a conflicting interest transaction, or solely because the director's vote is counted for such purpose if: (i) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (ii) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the shareholders entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved and ratified in good faith by a

vote of the shareholders; or (iii) a conflicting interest transaction is fair to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves or ratifies the conflicting interest transaction.

Section 9.2 Negotiations of Equitable Interests in Shares or Rights. Unless a person is recognized as a shareholder through procedures established by the corporation pursuant to the Nevada General Corporation Law or any similar law, the corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes permitted by the Nevada General Corporation Law including without limitation all rights deriving from such shares, and the corporation shall not be bound to recognize any equitable or other claim to or interest in such shares or rights deriving from such shares on the part of any other person, including without limitation a purchaser, assignee or transferee of such shares, unless and until such other person becomes the registered holder of such shares or is recognized as such, whether or not the corporation shall have either actual or constructive notice of the claimed interest of such other person. By way of example and not of limitation, until such other person has become the registered holder of such shares or is recognized pursuant to the Nevada General Corporation Law or any similar applicable law, such person shall not be entitled: (a) to receive notice of the meetings of shareholders; (b) to vote at such meetings; (c) to examine a list of the shareholders; (d) to be paid dividends or other distributions payable to shareholders; or (e) to own, enjoy and exercise any other rights deriving from such shares against the corporation.

Done as of the 29th day of October, 1998.

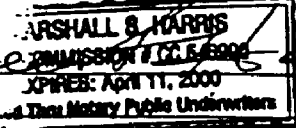
By: 
J. William Brandner, President

By: 
Todd D. Thrasher, Assistant Secretary

STATE OF FLORIDA)
) ss.:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 29th day of October, 1998, by J. William Brandner, as President of La-Man Corporation, a Nevada corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath.

Marshall S. Harris
Name: _____

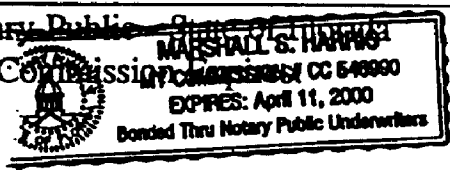


Notary Public - State of Florida
My Commission Expires:

STATE OF FLORIDA)
) ss.:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 29th day of October, 1998, by Todd D. Thrasher, as Vice President, Treasurer and Assistant Secretary of La-Man Corporation, a Nevada corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath.

Marshall S. Harris
Name: _____



Notary Public - State of Florida
My Commission Expires:

**STATE OF NEVADA
Secretary of State**

I hereby certify that this is a true and complete copy of the document as filed in this office.

NOV 02 '98

Dean Heller
**DEAN HELLER
Secretary of State**

By

[Signature]

STATE OF NEVADA
Secretary of State

I hereby certify that this is a
true and complete copy of
the document as filed in this
office.

NOV 02 '98

Dean Heller
DEAN HELLER
Secretary of State

By *[Signature]*

TRADEMARK
REEL: 002055 FRAME: 0564

NOV 06 1998

No. CA6014-98
Dean Heller
DEAN HELLER, SECRETARY OF STATE

" F "

**ARTICLES OF INCORPORATION
OF
LA-MAN CORPORATION
a Nevada Corporation**

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned incorporator of these Articles of Incorporation, natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Nevada.

ARTICLE I - NAME

The name of the corporation is LA-MAN CORPORATION.

ARTICLE II - ADDRESS

The address of the principal office of the corporation is 5029 Edgewater Drive, Orlando, Florida 32810.

ARTICLE III - RESIDENT OFFICE AND AGENT

The address of the resident office of the corporation in Nevada is 301 East Clark Avenue, Suite 700, Las Vegas, Nevada 89101. The name of its resident agent at such address is Thomas W. Davis, II.

Offices for the transaction of any business of the corporation, and where meetings of the Board of Directors and of the shareholders may be held, may be established and maintained in any other part of Nevada, or in any other state, territory, or possession of the United States of America, or in any foreign country. It may hold, purchase, mortgage, lease and convey real and personal property in any of such places.

ARTICLE IV - CAPITAL STOCK

Section 4.1 Authorized Classes of Stock. The Corporation is authorized to issue one class of stock to be designated as "Common Stock." The total number of shares of stock that the corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$.001 per share.

Section 4.2 Issuance of Stock. The shares of Common Stock may be issued from time to time for such consideration as the Board of Directors may determine. Each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which the holders of Common Stock are entitled to vote.

ARTICLE V – DIRECTORS

The members of the governing board of the corporation shall be styled directors, and the number thereof shall be at least one (1) director, as set forth in the Bylaws. All directors shall then be at least eighteen (18) years of age. The number of directors may be increased or diminished from time to time by the Bylaws. The corporation shall have four (4) directors initially. The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the Corporation with or without cause. Directors need not be shareholders.

ARTICLE VI - INITIAL DIRECTORS

The name and address of the initial directors who shall hold office until their successors are elected and have qualified, is as follows:

J. William Brandner
5029 Edgewater Drive
Orlando, Florida 32810

Philip Howe Hoard
700 Glades Court
Port Orange, FL 32127

Marshall S. Harris
5029 Edgewater Drive
Orlando, Florida 32810

Todd D. Thrasher
5029 Edgewater Drive
Orlando, Florida 32810

ARTICLE VII - PURPOSE AND POWERS

Section 7.1 Purposes. The nature, objects and purposes of the business to be transacted shall be to transact all lawful business for which corporation may be incorporated pursuant to the Nevada General Corporation Law.

Section 7.2 Powers. In furtherance of the foregoing purposes, the corporation shall have and may exercise all of its rights, powers and privileges now or thereafter conferred upon corporations organized under the laws of Nevada. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporation purposes.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing Articles of Incorporation is as follows:

Marshall S. Harris
5029 Edgewater Drive
Orlando, Florida 32810

ARTICLE IX- VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 10.1 Limitation of Liability. To the maximum extent allowable by law, no director of the corporation shall have any personal liability to the corporation or its stockholders for damages for breach of fiduciary duty as a director or officer. The above elimination of personal liability shall not be construed to eliminate or limit the liability of a director for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or for the payment of dividends in violation of N.R.S. 78.300.

Section 10.2 Nature of Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was or has agreed to become a director or officer of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, and may indemnify any person who was or is a party or is threatened to be made a party to such an action, suit or proceeding by reason of the fact that he is or was or has agreed to become an employee or agent of the Corporation, or is or was serving or has agreed to serve at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; except that in the case of an action or suit by or in the right of the Corporation to procure a judgment in its favor (a) such indemnification shall be limited to expenses (including attorneys' fees) actually and reasonably incurred by such person in the defense or settlement of such action or suit, and (b) no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation

unless and only to the extent that the Orange County, Florida Circuit Court or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Orange County, Florida Circuit Court or such other court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 10.3 Successful Defense. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.2 of this Article X or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 10.4 Determination that Indemnification is Proper. Any indemnification of a director or officer of the Corporation under Section 10.2 of this Article X (unless ordered by a court) shall be made by the Corporation unless a determination is made that indemnification of the director or officer is not proper in the circumstances because he has not met the applicable standard of conduct set forth in Section 10.2. Any indemnification of an employee or agent of the Corporation under Section 10.2 (unless ordered by a court) may be made by the Corporation upon a determination that indemnification of the employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1. Any such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

Section 10.5 Advance Payment of Expenses. Unless the Board of Directors otherwise determines in a specific case, expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article X. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The Board of Directors may authorize the Corporation's legal counsel to represent such director, officer, employee or agent in any action, suit or proceeding, whether or not the Corporation is a party to such action, suit or proceeding.

Section 10.6 Survival; Preservation of Other Rights. The foregoing indemnification provisions shall be deemed to be a contract between the Corporation and each director, officer, employee and agent who serves in any such capacity at any time while these provisions as well as

the relevant provisions of the Nevada General Corporation Law are in effect and any repeal or modification thereof shall not affect any right or obligation then existing with respect to any state of facts then or previously existing or any action, suit, or proceeding previously or thereafter brought or threatened based in whole or in part upon any such state of facts. Such a contract right may not be modified retroactively without the consent of such director, officer, employee or agent.

The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. The Corporation may enter into an agreement with any of its directors, officers, employees or agents providing for indemnification and advancement of expenses, including attorneys fees, that may change, enhance, qualify or limit any right to indemnification or advancement of expenses created by this Article X.

Section 10.7 Severability. If this Article X or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director or officer and may indemnify each employee or agent of the Corporation as to costs, charges and expenses (including attorneys' fees), judgment, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article X that shall not have been invalidated and to the fullest extent permitted by applicable law.

Section 10.8 Subrogation. In the event of payment of indemnification to a person described in Section 10.1 of this Article X, the Corporation shall be subrogated to the extent of such payment to any right of recovery such person may have and such person, as a condition of receiving indemnification from the Corporation, shall execute all documents and do all things that the Corporation may deem necessary or desirable to perfect such right of recovery, including the execution of such documents necessary to enable the Corporation effectively to enforce any such recovery.

Section 10.9 No Duplication of Payments. The Corporation shall not be liable under this Article X to make any payment in connection with any claim made against a person described in Section 10.2 of this Article X to the extent such person has otherwise received payment (under any insurance policy, bylaw or otherwise) of the amounts otherwise indemnifiable hereunder.

ARTICLE XI - MISCELLANEOUS

Section 11.1 Conflicting Interest Transactions. As used in this paragraph, "conflicting interest transaction" means any of the following: (a) a loan or other assistance by the corporation to a director of the corporation or to an entity in which a director of the corporation is a director or

officer or has a financial interest; (b) a guaranty by the corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director of the corporation is a director or officer or has a financial interest; or (c) a contract or transaction between the corporation and a director of the corporation or between the corporation and an entity in which a director of the corporation is a director or officer or has a financial interest. No conflicting interest transaction shall be void or voidable, be enjoined, be set aside or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the corporation, solely because the conflicting interest transaction involves a director of the corporation or an entity in which a director of the corporation is a director or officer or has a financial interest, or solely because the director is present at or participates in the meetings of the corporation's board of directors or of the committee of the board of directors which authorizes, approves or ratifies a conflicting interest transaction, or solely because the director's vote is counted for such purpose if: (i) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (ii) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the shareholders entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved and ratified in good faith by a vote of the shareholders; or (iii) a conflicting interest transaction is fair to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves or ratifies the conflicting interest transaction.

Section 11.2 Negotiations of Equitable Interests in Shares or Rights. Unless a person is recognized as a shareholder through procedures established by the corporation pursuant to the Nevada General Corporation Law or any similar law, the corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes permitted by the Nevada General Corporation Law including without limitation all rights deriving from such shares, and the corporation shall not be bound to recognize any equitable or other claim to or interest in such shares or rights deriving from such shares on the part of any other person, including without limitation a purchaser, assignee or transferee of such shares, unless and until such other person becomes the registered holder of such shares or is recognized as such, whether or not the corporation shall have either actual or constructive notice of the claimed interest of such other person. By way of example and not of limitation, until such other person has become the registered holder of such shares or is recognized pursuant to the Nevada General Corporation Law or any similar applicable law, such person shall not be entitled: (a) to receive notice of the meetings of shareholders; (b) to vote at such meetings; (c) to examine a list of the shareholders; (d) to be paid dividends or other distributions payable to shareholders; or (e) to own, enjoy and exercise any other rights deriving from such shares against the corporation.

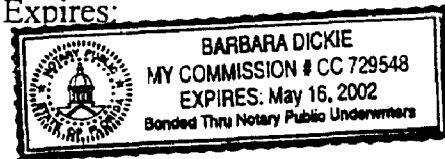
IN WITNESS WHEREOF, the undersigned Incorporators have hereunto signed and acknowledged these Articles of Incorporation this 5th day of November, 1998.

Marshall S. Harris
Marshall S. Harris

STATE OF FLORIDA)
) ss.:
COUNTY OF ORANGE)

On this 5th day of November, 1998, personally appeared before me, a notary public, MARSHALL S. HARRIS known to me to be the person described in and who executed the above and foregoing Articles of Incorporation as incorporator, and who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Barbara Dickie
Name: Barbara Dickie
Notary Public - State of Florida -
My Commission Expires:



NOV 06 1998

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
BY
RESIDENT AGENT**

No. CA6014-98

Dean Heller

DEAN HELLER, SECRETARY OF STATE

In the matter of La-Man Corporation

I, Thomas W. Davis, II, hereby state that on the 6th day of November, 1998, I accepted the appointment as resident agent for the above named business entity.

The street address of the resident agent in this state is as follows:

301 East Clark Avenue Suite 700
Las Vegas, Nevada 89101



Thomas W. Davis, II
Registered Agent

**STATE OF NEVADA
Secretary of State**

I hereby certify that this is a true and complete copy of the document as filed in this office.

NOV 06 '98

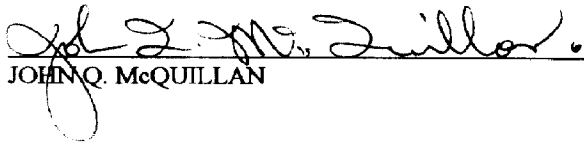
Dean Heller
**DEAN HELLER
Secretary of State**

By *[Signature]*

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to Commissioner of Patents and Trademarks, Washington, D.C. 20231, on

Date: March 16, 2000 Atty's Reg. # 19,805


JOHN Q. McQUILLAN

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

**Re: LA-MAN CORPORATION
5029 Edgewater Drive
Orlando, Florida 32810**

SIR:

Enclosed herewith are the following documents to be recorded. A check for the recording fee is attached to each of the documents.

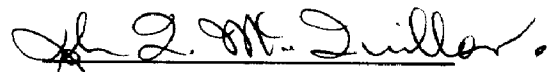
(a) Correction of State of Incorporation of

1. Trademark Registration No. 1,287,666 - \$40.00
2. Trademark Registration No. 1,790,935 - \$40.00
3. Trademark Registration No. 1,844,119 - \$40.00

(b) Change of Corporate Name - \$165.00

(c) Assignment of DISPLAY TECHNOLOGIES, INC., to
LA-MAN CORPORATION - \$165.00

Respectfully submitted,


John Q. McQuillan
Reg. No. 19,805

Dated: March 16, 2000