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Florida Department of State
Division of Corporations
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01 AUG - 2 AM 9:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

SFBC Analytical Laboratories, Inc.

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
SFBC ANALYTICAL LABORATORIES, INC.**

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DIVISION OF CORPORATIONS

Article I - Name

The name of this corporation is SFBC Analytical Laboratories, Inc.

Article II - Principal Address

The corporation's principal address is 11190 Biscayne Boulevard, Miami, Florida 33181.

Article III - Commencement

This corporation shall commence on the date of execution of and acknowledgment of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Michael D. Harris, 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401.

Article VII - Initial Board of Directors

This corporation shall have three directors initially. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Lisa Krinsky, M.D.	11190 Biscayne Boulevard Miami, Florida 33181
Arnold Hanlman	11190 Biscayne Boulevard Miami, Florida 33181
Dr. Gregory B. Holmes	11190 Biscayne Boulevard Miami, Florida 33181

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The number of directors may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

The name and address of the person signing these articles is:

Michael D. Harris
1645 Palm Beach Lakes Boulevard, Suite 550
West Palm Beach, Florida 33401

Article IX - Bylaws

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

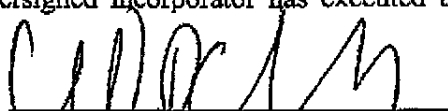
Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgment, fines, and amounts paid in settlement arising out of his or her services as an officer or director of the corporation. Notwithstanding the indemnification provided for by this Article X, the corporation's bylaws, or in any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such indemnitee(s) relating to or arising from any proceeding in which the corporation asserts a direct claim (as opposed to a shareholders' derivative action) against the indemnitee(s), whether such claim by the corporation is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of August, 2001.



Michael D. Harris, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT: SFBC ANALYTICAL LABORATORIES, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED MICHAEL D. HARRIS, LOCATED AT 1645 PALM BEACH LAKES BOULEVARD, SUITE 550, CITY OF WEST PALM BEACH,


STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
Michael D. Harris

TITLE: Incorporator

DATE: August 2, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
Michael D. Harris, Registered Agent

DATE: August 2, 2001

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