

P05000081204

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

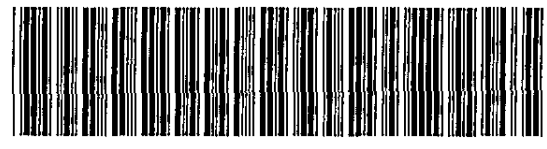
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100055501801

06/03/05--01005--022 **78.75

RECEIVED
05 JUN -3 PM 12:07
DIVISION SECRET
FILED
TALLAHASSEE, FLORIDA
JUN 5 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Med-Dx Diagnostics, Inc.

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

Articles of Incorporation of Med-Ox Diagnostics, Inc.

SECRETARY FILED
DIVISION OF REVENUE
1980

05 JUN -3 PM 2:08

I. The name of the Corporation is Med-Ox Diagnostics, Inc.

II. The principal office and mailing address of the Corporation in the State of Florida is located at 10439 Flat Lake Road, Clermont, Lake County, Florida 34711.

III. The location and address of the Corporation's initial registered office in this State is 10439 Flat Lake Road, Clermont, Lake County, Florida 34711. The initial registered agent at the registered office is Robert Meijer.

IV. The nature of the business of the Corporation and its objects is sales and distribution to its customers and clients; to carry on any other lawful business for which a corporation may be organized under the laws of Florida; carry out all or any part of the foregoing purposes as principal or agent; do all such things as are necessary and incidental to the attainment of the above-stated purposes; and have and exercise all the powers conferred upon corporations by the laws of the State of Florida.

V. A. The total number of shares that this Corporation is authorized to issue is five hundred (500) shares of common stock, each share having the par value of one dollar (\$1.00).

B. No Shareholder shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Shareholders or the Board may create such rights in the future.

C. The Shareholders or the Board of Directors (Board) may authorize the issuance of shares of any class of stock, or securities convertible into shares of stock of any class, whether now or hereafter authorized, for such consideration as they may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws.

D. The Shareholders or the Board may classify or reclassify any unissued stock from time to time, so long as such modifications do not inadvertently or adversely affect the Corporation's Internal Revenue Code status.

VI. The Corporation was sufficiently and properly capitalized for its inception and daily business activities, and the records of which can be found in the Corporate office.

VII. A. The name and mailing address of the incorporator is: Robert Meijer, 10439 Flat Lake Road, Clermont, Lake County, Florida 34711. The Shareholders or the Board may elect or appoint a President (presently denominated as Gerald Moore), one or more Vice Presidents (presently denominated as Robert Meijer), a Secretary (presently denominated as Jeff Roberts), a Treasurer (presently denominated as Robert Meijer), and such other officers as it may determine, who shall have such duties and powers as hereinafter provided.

B. All Corporate activities shall be undertaken by the Board (but who may allocate or transfer such powers and activities to the Officers hereafter), who will be nominated and approved by the Shareholders at the annual meeting. The names and addresses of the initial Directors are:

Name:

Address:

Robert Meijer

10439 Flat Lake Road
Clermont, Florida 34711

Gerald Moore

123 Huntmardr
Stittsville Ontario
K2S 1B9

Jeff Roberts

6516 Marine Drive
Manotick, Ontario
K4B 1B3

VIII. In furtherance and not in limitation of the powers conferred by statute, the Board shall be expressly authorized and empowered to act for the Corporation as the Corporate Bylaws may allow.

IX. All of the Corporate property and assets may be sold, leased, or exchanged upon such terms and conditions and for such consideration as the Directors shall deem appropriate.

X. A Corporate Director or Officer shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser, or otherwise; provided, however, that such transaction or contract is fully disclosed to and thereafter authorized, ratified, or approved by the Directors.

XI. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him, in good faith, as a Corporate Director or Officer of the Corporation, or as may be designated by the Bylaws.

XII. Any Corporate contract, transaction, or act which is approved or ratified by the Directors, or a majority of a quorum of the Shareholders entitled to vote at any meeting, shall be as valid and binding as though approved or ratified before the fact.

XIII. The Corporation may adopt By-Laws from time to time, and to provide, inter alia, for the fullest indemnification of Corporate Officers or Directors as may be permitted by the laws of the State of Florida. The Corporation may also purchase and maintain insurance on behalf of any person who is or was a Corporate Officer or Director.

XIV. Meetings of Shareholders or Directors may be held outside the State of Florida.

XV. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and in any manner now or hereafter prescribed by statute.

XVI. Whenever a vote of Shareholders or Directors at a meeting thereof is required or permitted to be taken in connection with any Corporate action, the meeting and vote may be dispensed with if such number of Shareholders or Directors who, if voting, could have authorized such action consent at any time to such Corporate action being taken.

XVII. The regular meeting of the Corporation, and the annual meeting of the Shareholders, shall be held on the first (1st) business day following the Corporation's annual incorporation date (Date), or as soon thereafter as a meeting may be properly scheduled by the Directors and Shareholders. Special meetings may be held as noted in the By-laws.

XVIII. Any Shareholder entitled to vote at any meeting may authorize another person or persons to act for him by Proxy. The Proxy must be signed by the Shareholder or his attorney-in-fact, and no Proxy shall be valid after the

expiration of eleven (11) months from the date thereof, unless otherwise provided in the Proxy.

XIX. The Directors shall be elected at the Shareholders' annual meeting, and shall hold office until the next annual meeting.

XX. The Corporation shall at all times keep correct minutes, books, and records of account.

XXI. The Corporate seal shall be circular in form, and shall bear the name of the Corporation and the year of its organization.

XXII. The Corporation's fiscal year shall begin the first (1st) day of January of each calendar year.

XXIII. The Corporation may, at any time, and via appropriate Resolution, authorize that the Corporate Shareholders, Officers, or Directors have full authority to exercise all corporate powers contemplated in these Articles, or as otherwise may be provided by Florida law or statute.

XXIV. The Corporation may elect to be a Subchapter C Corporation, as provided in the Internal Revenue Code of 1986, as amended.

In witness whereof the undersigned, for the purpose of forming a Corporation pursuant to the General Corporation Laws of the State of Florida, do execute this document on the date(s) below.

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent

Name: Robert Meijer

Date: 06/01/2005

Med-Ox Diagnostics, Inc.

By: Robert Meijer, Incorporator, Director, Officer

Date: 06/01/2005

05 JUN -3 PM 2:08
DIVISION
SECRET
FILE