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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

NEW STAR DIAGNOSTIC CENTER, INC.

Certificate of Status	0
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B. McKnight FEB 29 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 28, 2000

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ARTICLES OF INCORPORATION
OF
NEW STAR DIAGNOSTIC CENTER, INC.

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The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of Florida.

ARTICLE 1. NAME

The name under which this corporation will conduct its business and be known and recognized is:

NEW STAR DIAGNOSTIC CENTER, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of business to be transacted by this Corporation should be:

Any and all activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock of this corporation is authorized to have outstanding any one time are One hundred (100) Shares \$1.00 per value.

Stock (including treasure shares) may be paid for by cash or other property, tangible or intangible, or by labor or service actually performed for the corporation, neither promissory notes for future services shall constitute payment for the issuance of shares.

All the aforementioned stocks to be issued as fully paid for and exempt from assessment, each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasured shares or convertible securities.

ARTICLE IV. - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

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Prepared by: Milady Pinedo - Accountant
1800 S.W. 1st. Street # 325
Miami, Florida 33135

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ARTICLE V. - ADDRESS

The initial place of business address corporation in the State of Florida is:
1800 S.W. 1st. Street, Suite # 310, Miami, Florida 33135

The registered office address for this corporation in the State of Florida will be:
1800 S.W. 1st. Street, Suite # ~~310~~ Miami, Florida 33135

Its registered agent:

Milady R. Pinedo

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. - SHAREHOLDER

Shareholders meetings will take place once a year or within the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represent in person or proxy, shall constitute a Quorum, but in not event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII.- DIRECTORS

This corporation shall have two directors initially.

The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officers of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which each person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify, reimburse such person in any proper case even though not specifically herein provided for.

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No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any directors of the corporation are pecuniarily or otherwise interested in, or are director individually, or any firm of which any directors or officers of, such other corporation, any director may be a member, may be party to, or may peculiarly or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is not interested may be counted in determining the existence of a quorum at any meeting of Board of Directors of the corporation which shall authorize any such contract or transaction with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII.- INITIAL DIRECTORS

The names and post office addresses of the member of the first board of Director are:

NAME

Zoila E. Perez - President

ADDRESS

1800 S.W. 1st. Street, Suite # 310
Miami, Florida 33135

ARTICLE IX.- SUBSCRIBERS

The name and post office address of each subscribers of these articles of Incorporation is:

NAME

Zoila E. Perez

100 Stocks

ADDRESS

1800 S.W. 1st. Street, Suite # 310
Miami, Florida 33135


ZOILA E. PEREZ
INCORPORATOR


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ARTICLE X.- AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.
A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote there on.

Restate articles of incorporation may be adopted, in WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 21 day of February 2000.


ZOLA E. PEREZ
INCORPORATOR

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

In pursuant to chapter 48.091 Florida State, the following is submitted, in compliance with said act:

First that **NEW STAR DIAGNOSTIC CENTER, INC.**

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Miami Dade County, State of Florida, has named Milady R. Pinedo located at 1800 S.W. 1st Street, Suite 325, Miami, Florida 33135, Miami Dade County, State of Florida, as its agent to accept services of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of Act relative keeping open said office.

BY 
Resident Agent

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