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FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, PA  
DIVISION OF CORPORATIONS

FAX NO: 813 229 4133

06-06-00 11:49 AM P.01

## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

Criticare Diagnostic Laboratory, Inc.

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FROM: CARLTON FIELDS  
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CRITICARE DIAGNOSTIC LABORATORY, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I**

**Name**

The name of the Corporation is Criticare Diagnostic Laboratory, Inc.

**ARTICLE II**

**Principal Office and Mailing Address**

The Corporation's principal office and mailing address is 3000 Busch Lake Boulevard, Tampa, Florida 33614.

**ARTICLE III**

**Shares**

The Corporation shall have authority to issue Ten Thousand (10,000) common shares with a par value of \$0.01 per share.

**ARTICLE IV**

**Initial Registered Agent and Office**

The street address of the Corporation's registered office is One Harbour Place, 5<sup>th</sup> Floor, Tampa, Florida 33602, and the name of its registered agent at that address is Nathaniel L. Doliner.

**ARTICLE V**

**Incorporator**

The name and address of the incorporator are:

**Name**

**Address**

Nathaniel L. Doliner, Esq.

Carlton Fields  
Post Office Box 3239  
Tampa, Florida 33601-3239

Prepared by:  
Nathaniel L. Doliner, Esq.  
Carlton Fields  
P. O. Box 3239  
Tampa, FL 33601  
Florida Bar No. 161506  
Telephone (813) 223-7000

**ARTICLE VI**  
**Initial Directors**

The corporation initially shall have two directors, whose names and addresses are :

<u>Name</u>	<u>Address</u>
Darryl S. Shaw	3000 Busch Lake Boulevard Tampa, Florida 33614
Neil Shaw, D.V.M.	3000 Busch Lake Boulevard Tampa, Florida 33614

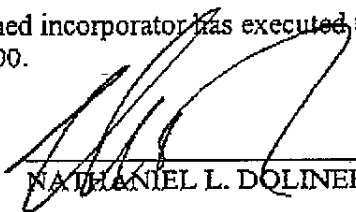
**ARTICLE VII**  
**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6<sup>th</sup> day of June 2000.

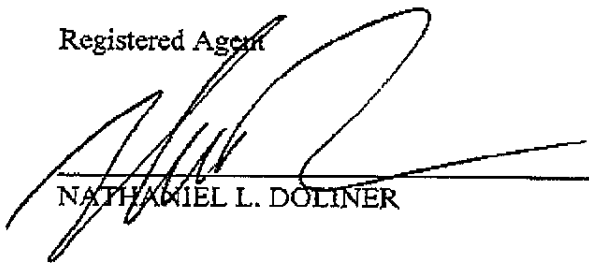
  
NATHANIEL L. DOLINER, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 6<sup>TH</sup> day of June, 2000.

Registered Agent

  
NATHANIEL L. DOLINER

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