

LAW OFFICES OF  
**STANLEY JAY BARTEL, ESQ.**

46 SOUTHWEST FIRST STREET • 4TH FLOOR  
MIAMI, FLORIDA 33130-1610

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**P02 000098490**

August 29, 2002

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

**FILED**  
**02 SEP -9 AM 9:44**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Re: Articles of Incorporation - Diagnostic Devices, Inc.**

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for the above-named corporation, together with my check in the amount of \$122.50 to cover incorporation fees.

Kindly send us a Certificate of Incorporation, Acknowledgment of Filing and a date-stamped copy of the Articles, for which an extra copy of the Articles is herewith enclosed.

Thank you for your cooperation in this matter.

700007606067--5  
-09/09/02--01075--013  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Sincerely,



STANLEY JAY BARTEL

SJB:ma

Enclosures: Original and two (2) copies of Articles of Incorporation; Check in the amount of \$122.50

*ym 9/12*

# ARTICLES OF INCORPORATION OF DIAGNOSTIC DEVICES, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby organize and incorporate a corporation under the laws of the State of Florida.

## ARTICLE I

### NAME

The name of this corporation shall be: **DIAGNOSTIC DEVICES, INC.**

## ARTICLE II

### NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States or of this State, including in particular but not limited to manufacture, import, export and wholesale distribution of diabetic and medical diagnostic equipments and devices and other medical, surgical and hospital equipment, devices and supplies.

## ARTICLE III

### CAPITAL STOCK

This corporation is authorized to initially issue One Hundred (100) Shares of Common Capital Stock having a par value of Five (\$5.00) Dollars per share. The Directors of the corporation, with the consent of all Stockholders, may in their discretion authorize the issuance of additional shares of Common Capital Stock, or new shares divided into classes (with preferences, limitations, relative rights, if any, to be determined by such Board) or both, as they may determine to be in the best interests of the corporation.

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**ARTICLE IV**

**INITIAL CAPITAL**

The amount of capital within which this corporation will begin business is Five Hundred (\$500.00) Dollars.

**ARTICLE V**

**BEGINNING OF CORPORATE EXISTENCE AND CORPORATE ACCOUNTING**

The date of corporate existence is the date of filing of these Articles with the Secretary of State. The commencement date of this corporation, solely for accounting purposes, shall be September 1, 2002.

**ARTICLE VI**

**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII**

**ADDRESS**

The initial Post Office address of the principal office of this corporation in the State of Florida until changed by the Board of Directors, shall be 46 Southwest First Street, 4<sup>th</sup> Floor, Miami, FL 33130.

The Board of Directors may, from time to time, move the principal office to any other address or establish other offices in other locations.

**ARTICLE VIII**

**DIRECTORS**

This corporation shall have four (4) initial Directors:

Mr. Erol Celikoglu - President and Director

Mr. Ramzi Abulhaj - Vice President and Director

Mrs. Rita Celikoglu - Secretary and Director

Mr. Riyad Abulhaj - Treasurer and Director

The number of Directors may be increased or decreased from time to time by the affirmative vote of all Directors coupled with the consent of all Stockholders.

#### **ARTICLE IX**

#### **DIRECTORS POWERS TO MAKE OR AMEND BYLAWS**

The initial Directors of this corporation, who shall hold office, absent earlier resignation, for the first corporate year, or until the approval of a majority of the Stockholders of the corporation, by consent in writing or at a meeting called for such purpose, shall have the power to make and amend its Bylaws.

#### **ARTICLE X**

#### **INITIAL SUBSCRIBER**

The name and Post Office address of the initial subscribers to these Articles of Incorporation who have agreed to subscribe to one hundred (100) shares of stock having a par value of Five (\$5.00) per share, are:

Mr. Erol Celikoglu 46 Southwest First Street  
4<sup>th</sup> Floor  
Miami, FL 33130

Mrs. Rita Celikoglu 46 Southwest First Street  
4<sup>th</sup> Floor  
Miami, FL 33130

Mr. Ramzi Abulhaj 18520 S.W. 39<sup>th</sup> Street  
Miami, FL 33029

Mr. Riyad Abulhaj 19200 E. Saint Andrews Drive  
Miami, FL 33015

## **ARTICLE XI**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The Registered Office and Registered Agent of the corporation shall be: Stanley Jay Bartel,  
46 S.W. First Street, 4<sup>th</sup> Floor, Miami, FL 33130.

## **ARTICLE XII**

### **AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by unanimous agreement of all Stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE XIII**

### **VOTING**

Where Stockholder approval is required for any action, in order to be effective the unanimous agreement of all Stockholders shall be required.

## **ARTICLE XIV**

### **TRANSFER AND VOTING OF SHARES**

The shareholders may enter into agreements among themselves and with the corporation for restricting the transfer of their shares for voting shares; for the redemption of their shares by the corporation and for any other matter which they deem appropriate and which is permitted by law. Any such agreements, however, to be effective as between the corporation and the Stockholders, shall require the unanimous consent of all individuals holding issued and outstanding voting stock in the corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and has acknowledged and filed, in the Office of the Secretary of State of the State of Florida, as the subscriber of the foregoing Articles of Incorporation this 8/23 day of AUGUST, 2002.

  
EROL CELIKOGLU

  
RITA CELIKOGLU

  
RAMZI ABULHAJ

  
RIYAD ABULHAJ

**STATE OF FLORIDA:**  
**COUNTY OF MIAMI-DADE:**

BEFORE ME, the undersigned authority, personally appeared EROL CELIKOGLU and RITA CELIKOGLU who are personally known to the undersigned and who did take an oath, who depose and say that they have each read the foregoing Articles of Incorporation and that each has freely and voluntarily executed same, for the uses and purposes therein expressed.

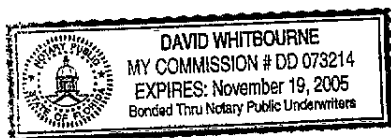
  
EROL CELIKOGLU

  
RITA CELIKOGLU

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 23 day of AUGUST, 2002.

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My Commission Expires: 11-19-2005



STATE OF FLORIDA:  
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, personally appeared RAMZI ABULHAJ and RIYAD ABULHAJ, who are personally known to the undersigned or who produced \_\_\_\_\_ as a form of identification and who did take an oath, who depose and say that they have each read the foregoing Articles of Incorporation and that each has freely and voluntarily executed same, for the uses and purposes therein expressed.

  
\_\_\_\_\_  
RAMZI ABULHAJ

  
\_\_\_\_\_  
RIYAD ABULHAJ

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 23 day of AUGUST, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My Commission Expires: 11-19-2005



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That DIAGNOSTIC DEVICES, INC. desiring to qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 46 Southwest First Street, Miami, Florida have designated Stanley Jay Bartel, 46 Southwest First Street, 4<sup>th</sup> Floor, Miami, FL 33130, as its agent to accept process within the State.

**ACKNOWLEDGMENT**

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

  
Stanley Jay Bartel, Resident Agent

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TALLAHASSEE, FLORIDA