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Phone (727) 725-9390 Facsimile (727) 725-4090

# September 20, 2002 02000102777

Florida Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re:

R.O.M. DIAGNOSTICS OF ORANGE CO., INC.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for R.O.M. DIAGNOSTICS OF ORANGE CO., INC., Inc. Please file the enclosed Articles and return a certified copy of the Articles of Incorporation to our Clearwater address listed above. I have enclosed our firm check in the amount of \$78.75 for your filing fee, certified copy. Please process at your earliest convenience.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Sincerely,

Vicki D. Alford

Ona D. Gefort

Secretary for Richard L. A. Spird

Enclosures

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# ARTICLES OF INCORPORATION OF

R.O.M. DIAGNOSTICS OF ORANGE CO., INC. TALLAHASSEE, FLORIDA

# ARTICLE I

#### NAME

The name of the corporation is R.O.M. DIAGNOSTICS OF ORANGE CO., INC. and its mailing address is 824 Paul Street, Orlando, Florida 32808-7545.

#### ARTICLE II

#### **DURATION**

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

# **ARTICLE III**

#### PURPOSE

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

# ARTICLE IV

#### CAPITAL STOCK

This corporation is authorized to issue 7500 shares of no par value common stock.

#### ARTICLE V

# INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 566 Old Oak Circle, Palm Harbor, Florida 34683 and the registered agent of this corporation at that address is Janos Bogdan.

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# **ARTICLE VI**

## INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	Address
JANOS BOGDAN	566 Old Oak Circle Palm Harbor, Florida 34683
ROZSI BOGDAN	566 Old Oak Circle Palm Harbor, Florida 34683

# ARTICLE VII

# **INCORPORATOR**

Address

The name and address of each person signing these Articles is:

Name	Address
JANOS BOGDAN	566 Old Oak Circle Palm Harbor, Florida 34683
ROZSI BOGDAN	566 Old Oak Circle Palm Harbor, Florida 34683

# ARTICLE VIII

# **CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

# ARTICLE IX

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#### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X

### **INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI

#### **BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE XII

# **AMENDMENT**

This 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 have signed these Articles of Incorporation on the

201-day of September, 2002.

ROZSI BOGDAN

STATE OF FLORIDA COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me, this 20th day of September 2002, by JANOS BOGDAN who is personally known to me or who has as satisfactory evidence of identification, pursuant to Florida Statutes. Notary Public - State of Florida Vicki D. Alford MY COMMISSION # CC938905 EXPIRES May 21, 2004 BONDED THRU TROY FAIN INSURANCE, INC. Print Name of Notary My Commission Expires: STATE OF FLORIDA COUNTY OF PINELLAS SWORN TO AND SUBSCRIBED before me, this 20th day of September 2002, by ROZSI BOGDAN who is personally known to me or who has produced as satisfactory evidence of identification, pursuant to Florida Statutes. Vicki D. Alford MY COMMISSION # CC938905 EXPIRES Notary Public - State of Florida May 21, 2004 BONDED THRU TROY FAIN INSURANCE, INC. Print Name of Notary My Commission Expires: ACCEPTANCE BY REGISTERED AGENT The undersigned hereby accepts the appointment as Registered Agent of R.O.M. DIAGNOSTICS OF ORANGE CO., INC. which is contained in the foregoing Articles of Incorporation. Dated this 20 day of Septen beer 2002. PAGE 4