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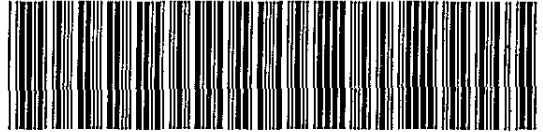
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03 MAR 21 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T SMITH MAR 24 2003

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Seyer Med-Lab International, Corp  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Ramon A. Gonzalez  
Name (Printed or typed)

P.O. Box 691452

Address

Orlando, Florida 32869-1452

City, State & Zip

321-443-4811 Fax. 407-578-6233

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**

**OF**

**SEYER MED-LAB INTERNATIONAL, CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**THE UNDERSIGNED, HAS EXECUTED THE FOLLOWING DOCUMENT AS INCORPORATOR OF THE ABOVE NAMED CORPORATION, A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, AND ALL RIGHTS, DUTIES AND OBLIGATIONS OF THE UNDERSIGNED AS INCORPORATOR, ARE TO BE DETERMINED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.**

**ARTICLE ONE - NAME AND PRINCIPAL OFFICE LOCATION**

**THE NAME OF THIS CORPORATION SHALL BE : SEYER MED-LAB INTERNATIONAL CORP. THE PRINCIPAL OFFICE ADDRESS IS 6388 ARDEN HILL MEDICAL CENTER SILVER STAR RD. SUITE A-1 ORLANDO, FL. 32808**

**ARTICLE TWO - DURATION**

**THIS CORPORATION SHALL COMMENCE EXISTENCE UPON THE FILLING OF THESE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE, STATE OF FLORIDA, AND SHALL HAVE PERPETUAL EXISTENCE**

**ARTICLE THREE - PURPOSE**

**THE GENERAL NATURE OF THE BUSINESS AND OBJECTS AND PURPOSE PROPOSED TO BE TRANSACTED AND CARRIED ON BY THIS CORPORATION ARE TO DO ANY AND ALL OF THE THINGS HEREIN MENTIONED, AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT DO, VIZ: TRANSACT ANY AND ALL LAWFUL BUSINESS**

**ARTICLE FOUR - POWERS**

**THE CORPORATION SHALL HAVE ALL OF THE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT, INCLUDING BUT NOT LIMITED TO: TO HAVE PERPETUAL**

**SUCCESSION BY ITS CORPORATE NAME: TO SUE AND BE SUED, COMPLAIN, AND DEFEND IN ITS CORPORATE NAME IN ALL ACTIONS OR PROCEEDINGS;**

**TO HAVE A CORPORATE SEAL, WHICH MAY BE ALTERED AT PLEASURE, AND USE THE SAME BY CAUSING IT, OR A FACSIMILE THEREOF, TO BE IMPRESSED, AFFIXED, OR IN ANY OTHER MANNER REPRODUCED;**

**TO PURCHASE, TAKE, RECEIVE, LEASE, OR OTHERWISE ACQUIRE, OWN, HOLD, IMPROVE, USE AND OTHERWISE DEAL IN AND WITH REAL OR PERSONAL PROPERTY OR ANY INTERES THEREIN, WHEREVER SITUATED;**

**TO SELL, CONVEY, MORTGAGE, PLEDGE, CREATE A SECURITY INTERESED IN, LEASE, EXCHANGE, TRANSFER AND OTHERWISE DISPOSE OF ALL OR ANY PART OF ITS PROPERTY AND ASSETS;**

**TO LEND MONEY TO, AND USE ITS CREDIT TO ASSIST, ITS OFFICERS AND EMPLOYEES IN ACCORDANCE WITH FLORIDA STATUTE 607.141;**

**TO PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE, OWN HOLD, VOTE, USE EMPLOY, SELL, MORTGAGE, LEND, PLEDGE, OR OTHERWISE DISPOSE OF, AND OTHERWISE USE AND DEAL IN AND WITH, SHARES OR OTHERS INTERESTS IN , OR OBLIGATIONS OF, OTHER DOMESTIC OR FOREIGN CORPORATION, ASSOCIATIONS, PARTNERSHIPS. OR INDIVIDUALS, OR DIRECT OR INDIRECT OBLIGATIONS OF THE UNITED STATES OR OF ANY OTHER GOVERNMENT, STATE, TERRITORY, GOVERNMENTAL DISTRICT OR MUNICIPALITY OR OF ANY INSTRUMENTALITY THEREOF;**

**TO OPERATE AND CONDUCT BUSINESS AS CONSULTANT , MANAGEMENT, SALES, REPRESENTATIVE, MARKETING, BILLING, FINANCIAL, DEVELOPMENT, DISTRIBUTOR, FRANCHISES, FOR INDIVIDUAL, CORPORATIONS, AND GOVERNMENT.**

**TO MAKE CONTRACTS AND GUARANTEE AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATE MAY DETERMINE, ISSUE ITS NOTES, BONDS, AND OTHER OBLIGATIONS, AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE OR PLEDGE OF ALL OR ANY OF ITS PROPERTY, FRANCHISES AND INCOME;**

**TO LEND MONEY FOR ITS CORPORATE PURPOSE, INVEST AND REINVEST ITS FUNDS, AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY OF THE PAYMENT OF FUNDS SO LOANED OR INVESTED;**

**TO CONDUCT ITS BUSINESS, CARRY ON ITS OPERATIONS, AND HAVE OFFICES AND EXERCISE THE POWERS GRANTED BY THIS ACT WITHIN OR WITHOUT THIS STATE;**

**TO ELECT OR APPOINT OFFICERS AND AGENTS OF THE CORPORATION AND DEFINE THEIR DUTIES AND FIX THEIR COMPENSATION;**

- TO MAKE AND ALTERED BYLAWS, NOT INCONSISTENT WITH ITS ARTICLES OF INCORPORATION OR WITH THE LAW OF THIS STATE, FOR THE ADMINISTRATION;**
- TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE, SCIENTIFIC, OR EDUCATIONAL PURPOSES;**
- TO TRANSACT ANY LAWFUL BUSINESS WHICH THE BOARD OF DIRECTORS SHALL FIND WILL BE IN AID OF GOVERMENTAL POLICY;**
- TO PAY PENSIONS AND ESTABLISH PENSION PLANS, STOCK BONUS PLANS, STOCK OPTION PLANS, AND OTHER INCENTIVE PLANS FOR OR ALL OF ITS DIRECTORS, OFFICERS, AND EMPLOYEES OF ITS SUBSIDIARIES;**
- TO BE A PROMOTER, INCORPORATOR, PARTNER, MEMBER, ASSOCIATE OR MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR OTHER ENTERPRISES;**
- TO HAVE AND EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECTS ITS PURPOSES;**
- TO INDEMNIFY ANY PERSON WHO BY REASON OF THE FACT HE IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF THE CORPORATION TO THE FULL EXTENT AS PERMITTED BY FLORIDA STATUE 607.014**

#### **ARTICLE FIVE - CAPITAL STOCK**

**THIS CORPORATION IS AUTHORIZED TO ISSUE 20,000 SHARES OF \$0.01 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATE "COMMON SHARES".**

#### **ARTICLE SIX - INITIAL REGISTERED OFFICE & AGENT**

**THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AND STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS : 6388 ARDEN HILL MEDICAL CENTER SILVER STAR RD. SUITE 1-A ORLANDO, FLORIDA 32808**

#### **ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS**

**THIS CORPORATION SHALL HAVE 6 DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED BY THE BYLAWS. THE NAME AND ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:**

**IVAN REYES - PRESIDENT-CFO**  
942 ARDILLITA COURT  
WINTER SPRING, FL. 32708

**RAMON A. GONZALEZ SR. - VICE-PRESIDENT-GENERAL OPERATION MANAGER**  
2704 GREEN MEADOW CIRCLE  
KISSIMMEE, FL. 34741

**LOURDES D. PORTALATIN -- VICE-PRESIDENT -- TREASURER**  
2704 GREEN MEADOW CIRCLE  
KISSIMMEE, FL. 34741


**JOSE DAPENA THOMPSON -- VICE-PRESIDENT -- LEGAL AFFAIRS**  
476 ARROWMOUNT PLACE,  
LAKE MARY, FL. 32746


**ANA PERAZA -- DIRECTOR-SECRETARY**  
1619 HOOKVILLE COURT  
ORLANDO, FL. 32837

**INGRID PICHARDO PA -- DIRECTOR -- MEDICAL AFFAIRS**  
2300 THE OAKS BLVD.  
KISSIMMEE, FL. 34746

**ARTICLE EIGHT - INCORPORATOR**

**IVAN REYES**   
942 ARDILLITA COURT  
943 WINTER SPRING, FL. 32708  
TEL. 407-970-0222

**RAMON A. GONZALEZ SR.**   
2704 GREEN MEADOW CIR.  
KISSIMMEE, FL. 34741  
TEL. 321-443-4811

**LOURDES D. PORTALATIN**   
2704 GREEN MEADOW CIR.  
KISSIMMEE, FL. 34741  
TEL. 321-945-3322

**ARTICLE -- NINE -- RESTRICTIONS ON TRANSFER OF STOCKS**

SHARES OF THE CAPITAL STOCK ("COMMON SHARES") SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSON(S) AND IN THE FOLLOWING AMOUNTS SET THEIR NAMES:

IVAN REYES-----8250 SHARES ( 41.25 % )  
RAMON A. GONZALEZ---4125 SHARES (20.625 % )  
LOURDES D. PORTALATIN---4125 SHARES ( 20.625 % )  
ANA PERAZA -----2000 SHARES ( 10.00 % )  
INGRID PICHARD ---1000 SHARES ( 5.0 % )  
JOSE DAPENA -----500 SHARES ( 2.5 % )

SHARES HELD BY THE INITIAL SHAREHOLDER(S) LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS OR ENTITIES UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDER(S) OR TO THE SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE TEN - BYLAWS**

THE POWER TO ADOPT, ALTER, AMEND AND REPEAL THE BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

**ARTICLE ELEVEN - INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULLEST EXTENT PERMITTED BY FLORIDA LAW.

**ARTICLE TWELVE - AMENDMENT**

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND THE RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ACCEPTANCE BY REGISTERED AGENT

OF

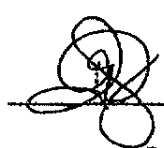
SEYER MED-LAB INTERNATIONAL, CORP.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THE ATTACHED ARTICLES OF INCORPORATION, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF CHAPTER 48.091, FLORIDA STATUTES, RELATIVE TO KEEPING SAID OFFICE OPEN.



RAMON A. GONZALEZ SR.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 17<sup>th</sup> DAY OF MARCH, 2003  
WHO PRODUCED FLDL AS IDENTIFICATION.



NOTARY PUBLIC

MY COMMISSION EXPIRES: 2/17/2006




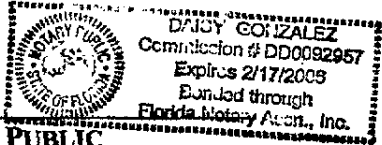
STATE OF FLORIDA

COUNTY OF ORANGE

**BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED RAMON A. GONZALEZ, LOURDES D. PORTALATIN, IVAN REYES KNOWN TO ME AND KNOWN BY ME TO BE THE PERSONS WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND BE ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.**

**IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AFFIXED MY OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID THIS 17<sup>th</sup> DAY OF MARCH, 2003.**

  
\_\_\_\_\_  
NOTARY PUBLIC



MY COMMISSION EXPIRES: 2/17/2009

**FILED**  
03 MAR 21 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA