

**P03000116744**

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Account Name : EMPIRE CORPORATE KIT COMPANY  
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**FLORIDA PROFIT CORPORATION OR P.A.  
PROFESSIONAL DIAGNOSTIC CENTER, CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE

Glenda H. Hood  
Secretary of State

October 20, 2003

EMPIRE

SUBJECT: PROFESSIONAL DIAGNOSTIC CENTER, CORP.  
REF: W03000030278

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6884.

Shawn Logan  
Document Specialist  
New Filings Section

FAX And. #: H03000299264  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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## ARTICLES OF INCORPORATION OF PROFESSIONAL DIAGNOSTIC CENTER, CORP.

Following and in accordance with the laws of Florida, the following are the Articles of Incorporation of PROFESSIONAL DIAGNOSTIC CENTER, CORP.

### ARTICLE I

NAME: The name of the corporation shall be: PROFESSIONAL DIAGNOSTIC CENTER, CORP.  
ADDRESS: 1992 SW 1 Street #1, Miami, FL 33135

### ARTICLE II

**PURPOSES AND POWERS:** The Company is organized to engage in any and all lawful acts, activities and/or pursuits for which Companies may presently or hereafter is organized under Florida Law. The Company shall have all powers allowed by law. The purposes stated herein shall be construed as powers as well as purposes and the enumeration of a specific purpose or power shall not be construed to limit or restrict the meaning of general terms or the general powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

### ARTICLE III

**AUTHORIZED SHARES:** Classes of Stock. The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Company is authorized to issue is One Hundred (One Hundred) shares, each with a par value of \$100.00 per share. (One Hundred) shares shall be Common Stock and One Hundred (One Hundred) shares shall be Preferred Stock. All stock, when issued, shall be fully paid and non-assessable, shall be of the same class, and shall have the same rights and preferences. **Common Stock Voting Rights.** Each share of Common Stock shall be entitled to one vote at any stockholder's meeting, either in person or by proxy. Cumulative voting in elections of Directors and all other matters brought before stockholders meeting, whether they are annual or special, shall not be permitted.

**Corporate Debts.** The holders of the capital stock of the Company shall not be personally liable for the payment of the Company's debts, and the private property of the holders of the capital stock of the Company shall not be subject to the payment of debts of the Company to any extent whatsoever.

**Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

### Preemptive Rights.

Stockholders of the Company shall not have any preemptive rights to subscribe for additional issues of stock of the Company except as may be agreed from time to time by the Company and any such stockholder.

### Net Assets.

The holders of the Common Stock, subject to any preferences or rights that may be granted to the holders of the Preferred Stock, shall be entitled to receive the net assets of the Company upon the dissolution of the Company.

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**Payment.**

All shares of the Common Stock shall be fully paid and non-assessable.

**Preferred Stock.**

The Board of Directors of the Company is hereby expressly authorized, to the fullest extent now or hereafter permitted by FL law, at any time and from time to time, to divide the shares of Preferred Stock into one or more series, to establish the number of shares to be included in each such series, to issue in whole or in part the shares of Preferred Stock or the shares of any series thereof, an to fix by resolution or resolutions the designation, powers (voting and otherwise), preferences, and relative, participating, optional or other special rights, and the qualifications, limitations, or restrictions, if any, of the Preferred Stock or of any series thereof that may be desired. Except as otherwise expressly provided in any certificate of designation designating any series of Preferred Stock pursuant to the foregoing provisions of this Article Third any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting rights, dividend rights, liquidation rights, redemption rights, and conversion rights, senior to, junior to or pari passu with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.


**ARTICLE IV**

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION SHALL BE:

Dinorah P. Dieppa  
3630 SW 128<sup>th</sup> Avenue  
Miami, Florida 33175

**ARTICLE V**

**SELF DEALING:** No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation. This corporation shall have a minimum of (2) director(s). The Initial Board of Directors shall consist of:

  
Dinorah P. Dieppa  
President  
Incorporator

  
Miriam Biltres  
Vice President

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ARTICLE VI**TERM OF EXISTENCE:**

This corporation shall exist perpetually.

ARTICLE VII

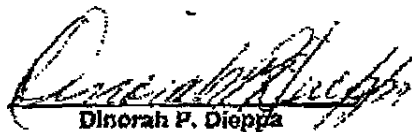
**LIMITATION OF LIABILITY:** Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII

**INCORPORATOR:** The name and address of the incorporator is Dinorah P. Dieppa,  
3630 SW 128<sup>th</sup> Avenue  
Miami, Florida 33175.

**ACCEPTANCE BY REGISTERED AGENT:** The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Dade County, with its principal office located at, Professional Diagnostic Center, Corp., 1992 SW 1<sup>st</sup> Street Suite #1 Miami, Florida 33135, as its Agent to accept service of process within this State.

**ACCEPTANCE:** I Dinorah P. Dieppa, hereby agree to serve as the Registered Agent of Professional Diagnostic Center, Corp, to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. Before me Teresa G. Uncal, on this 16th day of October 2003, personally appear Dinorah P. Dieppa who is personally known to me to be the person who has accepted to be the register agent for this corporation.

  
Dinorah P. Dieppa  
Registered Agent  
Incorporator

  
Teresa G. Uncal  
Notary Public

My Commission Expires



Teresa G. Uncal  
My Commission DQ144811  
Expires August 26, 2006

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