

P04000006373

REFERENCE NUMBER

Travis Mason

TELEPHONE

561-746-7304

LEE BENTON SAYLER, P.A.

1001 NORTH U.S. HWY 1, STE 702

JUPITER

FL 33477-4482

(City/State/Zip/Phone #)

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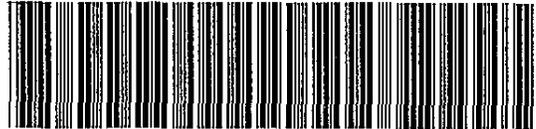
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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**ARTICLES OF INCORPORATION
OF
CYBER-MED DIAGNOSTICS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 APR 12 PM 3:51

FILED

ARTICLE ONE

The name of the corporation shall be Cyber-Med Diagnostics, Inc.

ARTICLE TWO

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence shall be immediately upon the filing of the Articles of Incorporation with the Secretary of State, Division of Corporations.

ARTICLE THREE

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, voting common, and shall have a par value of Five Dollars (\$5.00) per share.

ARTICLE FIVE

The street address of the initial principal and registered office of the corporation is 658 W. Indiantown Rd., Ste 212, Jupiter, FL 33458. The name of the initial registered agent at such address is Irvine L. Mason, M.D.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is One. The number of directors may change in accordance with the Bylaws. The name and address of

the director Irvine L. Mason, 241 Fisherman's Way, Jupiter, FL 33477.

ARTICLE SEVEN

The name and address of the incorporator is: Irvine L. Mason, M. D., 241 Fisherman's Way, Jupiter, FL 33477

ARTICLE EIGHT

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or any which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

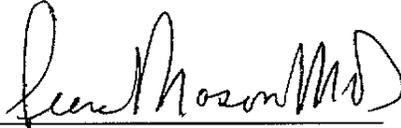
ARTICLE NINE

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(a) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(b) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for the purchase from the corporation any shares of its stock of any class or classes.

Executed by the undersigned at Jupiter, Florida, on the 9th day of April, 2004.



Irvine L. Mason, M.D.

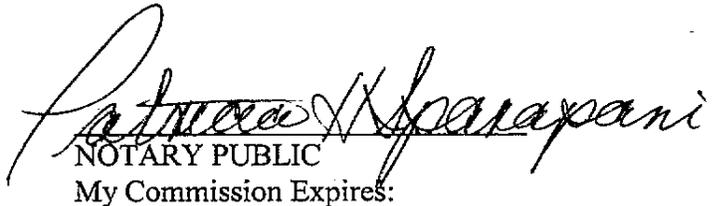
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, Irvine L. Mason to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me, that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of April, 2004.



Patricia H. Sparapani
MY COMMISSION # DD203510 EXPIRES
May 17, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

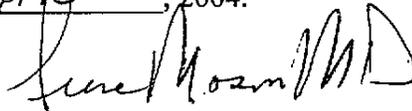


NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the foregoing designation as Registered Agent and further state that I am familiar with and accept the obligations provided for in Chapter 607 of the Florida Statutes.

Executed this 9th day of April, 2004.



Irvine L. Mason, M.D.