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## Law Offices of WOLFMAN & WOLFMAN P.A.

STANLEY WOLFMAN DAVID J. WOLFMAN

,

A PROFESSIONAL ASSOCIATION

Phone: (321) 259-4293 Fax: (321) 259-6984

April 19, 2007

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

Re: Sleep Well Diagnostics Center INC.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50.

A self-addressed stamped envelope has been provided for your convenience for the return of the recorded Articles.

Thank you for your cooperation in this matter.

Very Truly Yours

DAVID J. WOLFMAN Attorney Wolfman & Wolfman, P.A.

DJW/sh Enclosure as stated.

# AMI HAR CHART ARTICLES OF INCORPORA

#### OF

### **SLEEP WELL DIAGNOSTICS CENTER**

#### **ARTICLE I – NAME**

The name of this corporation is SLEEP WELL DIAGNOSTICS CENTER INC.

#### **ARTICLE II – DURATION**

This corporation shall exist perpetually.

#### **ARTICLE III – PURPOSE**

This corporation is organized to engage in the business, and to do all such acts and things as may be necessary or convenient to carry out the purposes intended by the organization of this corporation and, finally for the purpose of transacting any or all lawful business.

#### **ARTICLE IV – CAPITAL STOCK**

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock.

#### **ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 1314 Oak Street, Melbourne, FL 32901 and the name of the initial registered agent of this corporation is DAVID WOLFMAN, whose address is 1300 Bedford Drive, Suite 103, Melbourne, FL 32940

#### **ARTICLE VI – INITIAL BOARD OF DIRECTORS**

This corporation shall have three directors initially. The number of directors may be either increased or decreased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial director of this corporation are:

ZAKI ELMAGHRABY, M.D.

6630 Still Point Drive Melbourne, FL 32940

MANOHAR REDDY, M.D.

2551 W. Eau Gallie Blvd. Suite 101 Melbourne, FL 32935

GEORGE ROQUE, M.D.

1541 South Wickham Road W. Melbourne, FL 32904

#### **ARTICLE VII – INCORPORATORS**

The names and addresses of the persons signing these Articles are:

ZAKI ELMAGHRABY

6630 Still Point Drive Melbourne, FL 32940

#### ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### <u>ARTICLE IX – SHAREHOLDER QUORUM AND VOTING</u>

51% of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### 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 – 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.

#### ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SLEEP WELL DIAGNOSTICS CENTER, which is contained in the foregoing Articles of Incorporation. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

. 2007. DATED this //9 day of \_\_\_\_\_ DAVID J. 'MAN Registered Agent

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this  $_{19}$  day of  $_{10}$  day of  $_{10}$  2007.

SLEEP WELL DIAGNOSTICS CENTER INC.

ELMACHRABY, M.D.

STATE OF FLORIDA COUNTY OF BREVARD

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared ZAKI ELMAGHRABY, M.D., known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 19 day of April 2007.

Notary Public J My Commission expires:



