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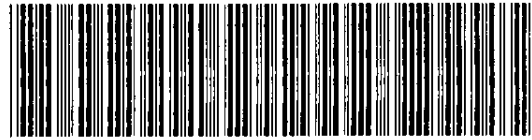
(Business Entity Name)

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DIVISION OF CORR ORALISS
2011 MAR 10 PM 3:11

of 3/14/11

COVER LETTER

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

SUBJECT: CEP Diagnostics, Inc.

(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: David A. Zippin

Name (Printed or typed)

7101 West McNab Road, Suite 200

Address

Tamarac, Florida 33321

City, State & Zip

(954) 609-4514

Daytime Telephone number

daz4@cornell.edu

E-mail address: (to be used for future annual report notification)

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

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

CEP DIAGNOSTICS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I

The name of the corporation is CEP Diagnostics, Inc. ("Corporation").

ARTICLE II

This Corporation shall have perpetual existence commencing upon the acceptance of these Articles of Incorporation by the State of Florida.

ARTICLE III

The principal place of business and mailing address of this Corporation is 7101 West McNab Road, Suite 200, Tamarac, Florida 33321.

ARTICLE IV

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Florida Business Corporation Act as set forth in Chapter 607 of the Florida Statutes plus any and all other applicable statutes of the State of Florida.

ARTICLE V

(1) The maximum number of shares that this Corporation is authorized to have issued and outstanding at any time is 1,000,000 shares of common stock at a par value of \$.01 per share, which shall be known as Common Stock, it being understood that this shall be the only class of common stock, and 1,000,000 shares of preferred stock at a par value of \$.01 per share.

(2) Shares of preferred stock may be issued from time to time in one or more series as may be established from time to time by resolution of the board of directors of this Corporation (the "Board of Directors"), each of which series shall consist of such numbers of shares and have such distinctive designation or title as shall be fixed by resolution of the Board of Directors prior to the issuance of any shares of such series. Each such class or series of preferred stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution of the Board of Directors providing for the issuance of such series of preferred stock. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such class or series then outstanding) the number of shares of any series subsequent to the issuance of shares of the series.

ARTICLE VI

The business and affairs of this Corporation shall be managed by and under the direction of the Board of Directors. The exact number of directors of the Corporation shall be determined from time to time by a Bylaw or Amendment thereto provided that the number of directors shall not be reduced to less than one (1).

The name and address of the initial director and officer of this Corporation is:

David A. Zippin, Director, President, and Secretary
7101 West McNab Road
Suite 200
Tamarac, Florida 33321

ARTICLE VII

In furtherance and not in limitation of the powers conferred by statute and subject to Article VIII hereof, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation (the "Bylaws").

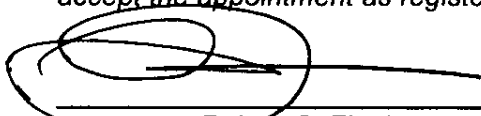
ARTICLE VIII

Notwithstanding Article VII hereof, the Bylaws may be adopted, rescinded, altered or amended in any respect by the shareholders of the Corporation, but only by the affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of voting stock regardless of class and voting together as a single voting class; provided, however, that where such action is approved by a majority of the directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class, shall be required for approval of such action.

ARTICLE IX

The name and address of this Corporation's registered agent in the State of Florida is Robert S. Zippin, 7101 West McNab Road, Suite 200, Tamarac, Florida 33321.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Robert S. Zippin


3/4/11
Date

ARTICLE X

The name and address of the Corporation's Incorporator in the State of Florida is David A. Zippin, 7101 West McNab Road, Suite 200, Tamarac, Florida 33321.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

IN WITNESS WHEREOF CEP DIAGNOSTICS, INC. has caused these Articles of Incorporation to be executed by the Incorporator.

By: 
David A. Zippin, Incorporator

3/4/11
Date

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DIVISION OF CORPORATIONS
STATE OF FLORIDA