

P95 000002807

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 JAN -9 PM 3:14

(Requestor's Name)  
ALBERTO ZAVAS  
470 W. 56ST.  
HIALEAH, FL. 33012

OFFICE USE ONLY

SIC1001 STS 122  
-01/10/95--01097--01B  
\*\*\*131.25 \*\*\*131.25

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SPIROTECH DIAGNOSTICS, INC.  
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

JK

Examiner's Initials

ARTICLES OF INCORPORATION OF  
SPIROTECH DIAGNOSTICS, INC.

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The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is SPIROTECH DIAGNOSTICS, INC. (the "Corporation").

ARTICLE II

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue five hundred shares of common stock, par value \$1.00 per share.

ARTICLE IV

The mailing address of the Corporation is 470 W. 56 ST HIALEAH, FL 33012.

ARTICLE V

The street address of the Corporation's initial registered office is 470 W. 56ST HIALEAH, FL 33012. The name of the initial registered agent at that address is ALBERTO A. ZAYAS.

ARTICLE VI

Initially the Corporation shall have two directors. The name and addresses of the initial directors of the corporation are:

ALBERTO A. ZAYAS  
470 W. 56 ST  
HIALEAH, FL 33012

GILDA M. ZAYAS  
470 W. 56 ST  
HIALEAH, FL 33012

ARTICLE VII

(a) The Corporation shall indemnify, or advance expenses to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he/she (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation, provided that he/she is or was at the time a director of the Corporation; (iii) is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the Corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

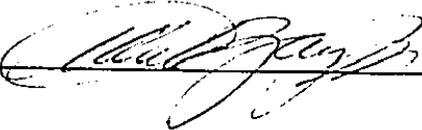
(c) Except for those persons entitled to indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

The name and address of the incorporator of the Corporation is:

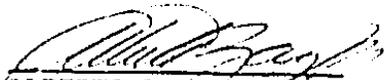
ALBERTO A. ZAYAS  
470 W. 56 ST  
HIALEAH, FL 33012

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4TH DAY OF JANUARY, 1995.

  
\_\_\_\_\_

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes.

  
ALBERTO A. ZAYAS

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