

P 950000 3126

Check Number Only

1-11-95

Robert Thompson CPH  
Requestor's Name  
4401 Donaldson Blvd.  
Address  
Coral Gables, FL 33146  
City State Zip Phone

446-5666

EFFECTIVE DATE  
1-11-95

CORPORATION(S) NAME

USA LABS, Inc.

VALIDATION ONLY

FILED  
1995 JAN 12 PM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4000001377464  
-01/12795--01024--018  
\*\*\*\*122.50 \*\*\*\*122.50



EMPIRE Toll Free: 1-800-432-3028

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

ARTICLES OF INCORPORATION  
OF  
USA LABS, INC.

FILED  
JAN 12 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE  
1-11-95

ARTICLE I

The name of the corporation is USA LABS, INC.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of The United States and of the State of Florida. The corporation shall have all the powers vested in the corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial registered office of the corporation is 4401 Ponce de Leon Blvd, Coral Gables, Florida 33146 and the initial registered agent of the corporation at the address is Robert J. Terpening.

ARTICLE VI

The corporation shall have no director(s) initially. The number of directors may be increased or diminished from time to time pursuant to the bylaws of the corporation, but shall not be less than one not more than seven.

ARTICLE VII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE IX

The name and street address of the incorporator signing these articles is Robert J. Terpening, 4401 Ponce de Leon Blvd., Coral Gables, Florida 33146.

ARTICLE X

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

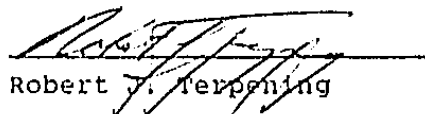
ARTICLE XI

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

The principal place of business of the Corporation is 4401 Ponce de Leon Blvd, Coral Gables, Florida 33146.

EXECUTED at Coral Gables, Florida, this 11th day of January, 1995.

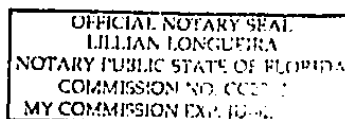
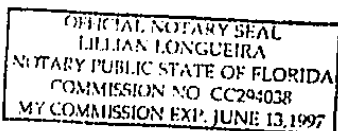
  
Robert J. Terpening

STATE OF FLORIDA :  
: ss  
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared, ROBERT J. TERPENING, to me personally known to be the parson who subscribed to the foregoing Articles of Incorporation of USA LBS, INC., acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 11th day of January, 1995.

  
Notary Public, State of Florida



FILED  
1995 JAN 12 PM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAME OF  
AGENT UPON WHOM PROCESS MAY BE SERVED.

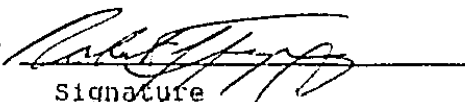
In pursuance of Chapter 607.34 Florida Statutes, the  
following is submitted, in compliance with said Act:

First that USA Labs, Inc., desiring to organize under the  
laws of the State of Florida with its principal office, as  
indicated in the articles of incorporation at City of Coral  
Gables, County Dade, State of Florida, has named ROBERT J.  
TERPENING, located at 4401 Ponce de Leon Blvd., Coral Gables,  
Florida 33146, as its agent to accept service of process within  
this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

by



Signature

(Registered Agent)