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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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SUITE 200
MIAMI FL 33135-3394-3079
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NAME: BRICKELL DIAGNOSTIC SERVICES, INC.
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
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FLEXIBLE SOLUTIONS

GABRIEL DE JARDEN
(305) 551-2795
175 FOUNTAINBLEAU BLVD.
SUITE 2-47
MIAMI, FL 33172

ARTICLES OF INCORPORATION
OF
BRICKELL DIAGNOSTIC SERVICES, INC.

6
RECEIVED
CORPORATION
DIVISION
MAY 11 1995
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

BRICKELL DIAGNOSTIC SERVICES, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

3948 NE 169 ST., APT. 501
N. MIAMI BEACH, FL. 33160.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute #607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$ 1.00 each.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

GONZALO DERANON
3948 NE 169 ST., APT. 501
N. MIAMI BEACH, FL. 33160

ARTICLE VII

The initial board of Directors shall consist of a total of 2 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

MARIA ALFAUREYES ; PRESIDENT/SECRETARY
850 N. MIAMI AVE., APT. 1902, MIAMI, F. 33136
GONZALO DERANON ; VICE-PRESIDENT/ TREASURER
3948 NE 169 ST., APT. 501, N. MIAMI BEACH, FL. 33160

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

GONZALO DERANON
3948 NE 169 ST., APT. 501
N. MIAMI BEACH, FL. 33160

The undersigned has executed these Articles of Incorporation this 10 day of FEBRUARY, 1995.

x. G. Deranon
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0901, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that BRICKELL DIAGNOSTIC SERVICES, INC.

desiring to organize under the laws of the State of FLORIDA

with its principal office, as indicated in the articles of incorporation has named GONZALO DERAMON

located at 3948 NE 169 ST., APT. 501, County of DADE
N. MIAMI BEACH, FL. 33160

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

X SIGNATURE *G. Deramon*
Registered Agent

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PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000019948**

1. Corporation Name
BRICKELL DIAGNOSTIC SERVICES, INC.

Principal Place of Business 3948 N.E. 100TH ST. APT. 501 N MIAMI BEACH FL 33180	Mailing Address 3948 N.E. 100TH ST. APT. 501 N MIAMI BEACH FL 33180
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REINSTATEMENT *g*

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable		3. New Mailing Office Address, if Applicable	
Suite, Apt. #, etc.	City & State	Suite, Apt. #, etc.	City & State
Zip	Country	Zip	Country

4. Date Incorporated or Qualified To Do Business in Florida 03/13/1985	Applied For
5. FEI Number 65-0564342	Not Applicable
6. CERTIFICATE OF STATUS DESIRED R	

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
PSD	ALFAREYES, MARIA	888 N. MIAMI AVE. APT. 1002	MIAMI FL 33138
VTD	DERAMON, GONZALO	3948 N.E. 100TH ST. APT. 501	N MIAMI BEACH FL 33180
PSD	DERAMON, GONZALO	3948 NE 169th St Apt 501	N. MIAMI BEACH, FL 33160
VTD	GROSS, RUTH	3948 NE 169th St. Apt 501	N. MIAMI BEACH, FL 33160

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***3833**

8. Name and Address of Current Registered Agent

**DERAMON, GONZALO
3948 N.E. 100TH ST.
APT. 501
N MIAMI BEACH FL 33180**

9. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, Etc.
City
State **FL** Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent

G. Deramon
REGISTERED AGENT MUST SIGN

Date **11/30/96**

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

(See other side for information on Intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(f), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *G. Deramon*
SIGNATURE TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR **GONZALO DERAMON**

Date **11/30/96** Daytime Phone # **(305) 374-5503**

CFR2040 (7/96)