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SHUTTS & BOWEN

ATTORNEYS AND COUNSELORS AT LAW  
IN CORPORATE, SECURITIES, PROFESSIONAL AND BUSINESS

ONE CLEARWATER CENTRE, SUITE 500  
240 SOUTHLAND AVENUE, SUITE 500  
WEST PALM BEACH, FLORIDA 34901  
MAILING ADDRESS: P.O. BOX 1555  
WEST PALM BEACH, FLORIDA 34902-1555  
TELEPHONE: (407) 650-8500  
FACSIMILE: (407) 650-8510

JAMES A. FARRELL  
(407) 650-8539

May 26, 1995

VIA FEDERAL EXPRESS

600001502036  
-05/31/95--01056--015  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: OccuTest, Inc.

Ladies and Gentlemen:

Enclosed herewith is one executed original and one copy of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$122.50, in payment of the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
 \$122.50	

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

*Patricia A. Cote*

Patricia A. Cote  
Legal Assistant to  
James A. Farrell

Enclosures: Check  
Articles in duplicate

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WESTPALM 71193.1 - PAC  
AMSTERDAM OFFICE  
EUROPA BOULEVARD 39  
1000 AD AMSTERDAM  
THE NETHERLANDS  
TELEPHONE: (010) 3129 661-0009  
FACSIMILE: (010) 3129 642-1425

KEY LARGO OFFICE  
OCEAN BREEZE CENTER  
KEY LARGO, FLORIDA 33037  
SUITE A206  
OCEAN BREEZE PLAZA  
KEY LARGO, FLORIDA 33037  
TELEPHONE: (305) 367-2800

LONDON OFFICE  
BENEDICT STREET  
LONDON, ENGLAND, SW1A 1RE  
TELEPHONE: (011-44171) 490-4880  
FACSIMILE: (011-44171) 490-4299

MIAMI OFFICE  
1500 MIAMI CENTER  
2915 SOUTHERN ISLAND BOULEVARD  
MIAMI, FLORIDA 33133  
MIAMI: (305) 638-6300  
BROWARD: (305) 467-2841  
FACSIMILE: (305) 467-0982

ORLANDO OFFICE  
26 NORTH ORANGE AVENUE  
SUITE 1000  
ORLANDO, FLORIDA 32801  
TELEPHONE: (407) 423-4200  
FACSIMILE: (407) 429-8016

ARTICLES OF INCORPORATION  
OF  
OCCUTEST, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be OCCUTEST, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is attn. Mr. Cary P. Friedlander, 250 South Australian Ave., Suite 1100, West Palm Beach, Florida 33401.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which

the Corporation is organized and any and all acts amendatory thereof and supplement thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

#### ARTICLE IV

##### Capital Stock

This Corporation is authorized to issue Fifty Thousand (50,000) shares of Ten Cents (\$0.10) par value common stock.

#### ARTICLE V

##### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o Cary P. Friedlander, Suite 1100, 250 S. Australian Ave., W. Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Cary P. Friedlander.

## ARTICLE VII

## Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation is as follows:

Allan G. Cooper Ste. 1100, 250 S. Australian Ave.  
West Palm Beach, FL 33401

Cary P. Friedlander Ste. 1100, 250 S. Australian Ave.  
West Palm Beach, FL 33401

## ARTICLE VIII

## Officers

The affairs of this Corporation shall be managed by a President, Vice President, Secretary, Treasurer, and such other additional officers as may be provided by the Bylaws, any combination of which titles may be united in one person. The officers shall serve as set forth in the Bylaws of the Corporation. The names of the first officers of this Corporation, who shall serve until such time as they resign, are removed, or their successors are elected, appointed and have qualified are:

President/Secretary Allan G. Copper

Vice President/Treasurer Cary P. Friedlander

## ARTICLE IX

### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the approval of the Shareholders.

## ARTICLE X

### Amendment of Articles

These Articles may be amended at any time by the Board of Directors, and upon the approval of the Shareholders.

## ARTICLE XI

### Indemnification

1. The Corporation hereby indemnifies any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any

appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such

Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation

shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

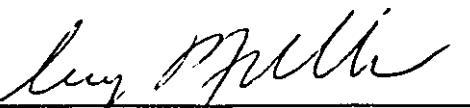
4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

## ARTICLE XII

### Incorporator

The name and address of the person signing these Articles is as follows: Cary P. Friedlander, Suite 1100, 250 S. Australian Ave., West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26<sup>th</sup> day of May, 1995.



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Cary P. Friedlander, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT OCCUTEST, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT  
CITY OF WEST PALM BEACH, STATE OF FLORIDA HAS NAMED CARY P.  
FRIEDLANDER, LOCATED AT SUITE 1100, 250 S. AUSTRALIAN AVE., W. PALM  
BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

  
CARY P. FRIEDLANDER

Incorporator  
(Title)

May 26, 1995  
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I  
FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE  
OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.325, FLORIDA  
STATUTES.

  
CARY P. FRIEDLANDER, Registered Agent

May 26, 1995  
(Date)

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of May 1995, by Cary P. Friedlander, as Incorporator, of OccuTest, Inc., a corporation, to me well known, and whom did not take an oath.

Patricia A. Cote  
Sign Name

Patricia A. Cote  
Print Name

Notary Public, State and County  
aforesaid

(NOTARY SEAL)

My commission expires:

