

19500046369

KRAWITZ & BRESS, P.A.

ONE LINCOLN PLACE
1600 GLADES ROAD, SUITE 357
BOCA RATON, FLORIDA 33431

SANDRA G. KRAWITZ*
PAMELA M. BRESS

* ALSO MEMBER WASHINGTON, D.C. BAR

TELEPHONE 407 395 5010
FACSIMILE 407 394 3009

June 6, 1995

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32301

FILED
95 JUN -9 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: ON-SITE DIAGNOSTICS, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the charges for filing fees, certification and registered agent.

Please return a "true certified copy" of the Articles of Incorporation showing that they have been received and filed. We have enclosed a self-addressed, stamped envelope for your convenience in returning same.

Thank you for your cooperation.

Very truly yours,

KRAWITZ & BRESS, P.A.

BY:

Sandra G. Krawitz
SANDRA G. KRAWITZ

SGK/ah

SDG

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-06/09/95--01058--010
***122.50 ***122.50

ARTICLES OF INCORPORATION
OF

ON-SITE DIAGNOSTICS, INC.

We, the undersigned, natural persons competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

ON-SITE DIAGNOSTICS, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The total authorized capital stock of this Corporation is 100 shares of Common Stock, par value \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 7544 Wiles Road, Suite 104, Coral Springs, FL 33067. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
INCORPORATOR

The name and street address of the Incorporators of these articles are:

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GARY ANDERSEN: 7544 Wiles Road, Ste. 104, Coral Springs,
FL 33067
DAVID MITCHELL: 7544 Wiles Road, Ste. 104, Coral Springs,
FL 33067
BRUCE MOORE: 4050 NW 35th Way, Ft. Lauderdale, FL 33309
DENISE MEDINA: 4050 NW 35th Way, Ft. Lauderdale, FL 33309

ARTICLE VII
DIRECTORS

The initial Board of Directors shall consist of four (4) persons. The names and addresses of the persons who will serve on the initial board of directors are as follows:


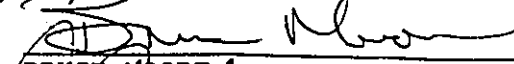

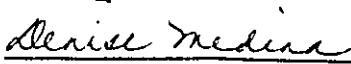
GARY ANDERSEN: 7544 Wiles Road, Ste. 104, Coral Springs,
FL 33067
DAVID MITCHELL: 7544 Wiles Road, Ste. 104, Coral Springs,
FL 33067
BRUCE MOORE: 4050 NW 35th Way, Ft. Lauderdale, FL 33309
DENISE MEDINA: 4050 NW 35th Way, Ft. Lauderdale, FL 33309

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7544 Wiles Road, Suite 104, Coral Springs, FL 33067, and the name of the initial registered agent of the Corporation at that address is GARY ANDERSEN.

ARTICLE IX
COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence its corporate existence upon filing.


GARY ANDERSEN

BRUCE MOORE

DAVID MITCHELL

DENISE MEDINA

STATE OF FLORIDA
COUNTY OF Broward

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared GARY ANDERSEN, BRUCE MOORE, DAVID MITCHELL and DENISE MEDINA to me known to be the persons described as Incorporators in and who executed the foregoing

Articles of Incorporation and who swore and acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of June, 1995.

My Commission Expires:

Linda Marias
NOTARY PUBLIC, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That GARY ANDERSEN, BRUCE MOORE, DAVID MITCHELL and DENISE MEDINA, desiring to organize under the laws of the State of Florida, with a Registered Office as indicated in the Articles of Incorporation at 7544 Wiles Road, Suite 104, Coral Springs, FL 33067, with GARY ANDERSEN, as its Registered Agent, to accept service of process within this state, at that address.

ACKNOWLEDGEMENT

Having been named 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 agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Gary Andersen
GARY ANDERSEN

STATE OF FLORIDA
COUNTY OF Broward

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared GARY ANDERSEN, to me known to be the person described as Registered Agent in and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of June, 1995.

My Commission Expires:

Linda Marias
NOTARY PUBLIC, State of Florida

P95000046369

ON-SITE

DIAGNOSTICS

1 July 1997

900002231959--5
-07/07/97--01162--007
*****87.50 *****87.50

To: Florida Department of State

Dear Sir,

Enclosed you will find; Special Meeting of Stockholders, Certificate of → *Returned*
Shareholder Approval, Waiver of Notice, Certificate of Amendment, and required
Notary Approval. Enclosed is also a check for \$87.50 for charges for both the
Corporate Amendment changes as well as a for a certified copy in return for our
Corporate documents.

Please return any and all forms and receipts. Your cooperation is appreciated.

Respectfully yours,
Bruce Moore
President
On-Site Diagnostics Inc.

FILED
97 JUL -7 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend.

VS JUL 14 1997

3601 West Commercial Blvd • Suite 18 • Ft. Lauderdale FL 33309
Voice 954.714.9010 • Fax 954.714.9063 • Email Info@InfusEd.com

visit our web site at: <http://www.infused.com>

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
ON-SITE DIAGNOSTICS, INC.**

FILED
97 JUL -7 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, President of On-Site Diagnostics, Inc., a corporation organized under the laws of the state of Florida, hereby certifies as follows:

1. The name of the Corporation is On-Site Diagnostics, Inc.
2. Article 3 shall be amended to read as follows :

Articles 3 - The Corporation is authorized to issue 5,000,000 shares of stock consisting of 500,000 shares of Class A Voting Common Stock and 4,500,000 shares of Class B Non-Voting Common Stock. The Corporation is also authorized to issue 1,000,000 Common Stock Warrants, each exchangeable for one share of Class B Non-Voting Common Stock. Class B Non-Voting Common Stock shall be reserved and remain unissued in an amount sufficient to exchange any then outstanding Common Stock warrants.

Each share of Common Stock outstanding prior to the reclassification shall be exchanged for 50,000 shares consisting of 8,333.33 shares of Class A Voting Common Stock and 41,666.67 shares of Class B Non-Voting Common Stock.

3. That a special meeting of the Board of Directors of the said corporation was held on the 15 day of May, 1997. The Board of Directors unanimously resolved that an amendment to the Certificate of Incorporation be presented to the stockholders of the corporation for their action, and at a special meeting of the stockholders of the said corporation held on the 15 day of May, 1997, the stockholders of the corporation unanimously approved and adopted the proposed amendment to the Certificate of Incorporation contained herein. The number of votes cast by the stockholders was sufficient for approval.

In Witness whereof, the corporation has caused this Certificate to be signed and executed by Bruce Moore, President of On-Site Diagnostics, Inc. this 7 day of July, 1997.

On-Site Diagnostics, Inc.

Marc A. Mayer

MARC A. KAYER

Keith Butler

Mark B. Seide

By :

B. Moore

President

By :

Denise Medina

Secretary