

LANDERS & PARSONS  
ATTORNEYS AT LAW

CINDY L. MARTIN  
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HOWELL L. FERGUSON  
OF COUNSEL

VICTORIA J. TSCHINKEL  
SENIOR CONSULTANT  
NOT A MEMBER OF THE FLORIDA BAR

310 WEST COLLEGE AVENUE  
POST OFFICE BOX 271  
TALLAHASSEE, FLORIDA 32302  
TELEPHONE (904) 681-0311  
TELECOPY (904) 224-5595

**P500047366**  
JUNE 16, 1995

HAND DELIVERED

Secretary of State  
Division of Corporations  
E. Gaines Street  
Tallahassee, FL 32301

800001515176  
-06/16/95--01043--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Armenia Diagnostic Center, Inc.  
TriOgen, Inc.  
Diversified Intermarket, Inc.

Gentlemen:

Enclosed you will find an original and one copy of Articles of Incorporation for each of the above-referenced corporations, together with a check for each one in the amount of \$122.50. Please file these Articles and furnish us with a certified copy of each one.

Thank you for your prompt attention.

Sincerely,

*Eddy Harllee*

Eddy Harllee  
Office Manager

EH/

Enclosures

789,615,671  
Pick up 11:30  
WAS 12243

5 JUN 19 95 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 16, 1995

LANDERS & PARSONS  
301 WEST COLLEGE AVENUE  
TALLAHASSEE, FL 32302

SUBJECT: TRIOGEN, INC.  
Ref. Number: W95000012293

We have received your document for TRIOGEN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 095A00029678

**Articles of Incorporation  
of  
TriOgen, Inc.**

**Article I - Name**

The name of the corporation is TriOgen, Inc.

**Article II - Principal Office**

The principal place of business and mailing address of this corporation shall be: 2438 Harbour Cove Drive, Fort Pierce, Florida 34949.

**Article III - Duration**

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

**Article IV - Purpose**

This corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes, Section 607.0302.

**Article V - Capital Stock**

This corporation is authorized to issue 5,000,000 shares of one cent (\$0.01) par value common stock which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is: 2438 Harbour Cove Drive, Fort Pierce, Florida 34949. The name of the initial registered agent of this corporation at that address is: Clarence Marsden.

**Article VII - Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by amending the bylaws to reflect the same, but shall never be less than one. The name and address of the initial director of this corporation is:

RECORDED  
JAN 19 1961  
STATE OF FLORIDA  
TALLAHASSEE

CLARENCE MARSEN  
2438 Harbour Cove Drive  
Fort Pierce, Florida 34949

#### Article VIII - Indemnification of Directors

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, 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, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by her in connection with such action, suit, or proceeding, including any appeal thereof, if she acted in good faith or in a manner she reasonably believed to be in or not opposed to the interests of the corporation, and with respect to any criminal action or proceeding, if she had no reasonable cause to believe her conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by her in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit to the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against a gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

#### Article IX - Incorporator

The name and address of the person signing these Articles is: Clarence Marsen, 2438 Harbour Cove Drive, Fort Pierce, Florida 34949.

#### Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested solely in the Board of Directors.

### Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

### Article XII - Preemptive Rights Authorized

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right to purchase or subscribe for, at the par value thereof, a pro rate portion of:

(a) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or,

(b) Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

In Witness Whereof, I have subscribed my name to these Articles of Incorporation this 15 day of June, 1995.

Clarence Marsden

Clarence Marsden

County of St. Lucie  
State of Florida

Before me, the undersigned authority, this day personally appeared Clarence Marsden, known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed those Articles for the purpose expressed therein.

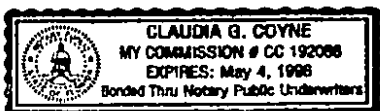
In Witness Whereof, I have hereunto set my hand and affixed my seal this 15 day of June, 1995.

Claudia H. Coyne

Notary Public

State of Florida at Large

My commission expires: May 4, 1996



Acceptance

Having been named as registered agent and to accept service of process for TriOgen, Inc., 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 relative to the proper complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 16th day of June, 1995.

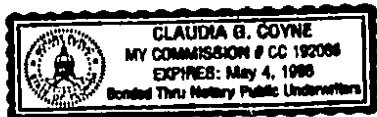
*Clarence Marsden*

Clarence Marsden  
Registered Agent

County of St. Lucie  
State of Florida

Before me, the undersigned authority, this day personally appeared Clarence Marsden, known to me and known by me to be the person described in and who executed the foregoing Acceptance and he acknowledged to and before me that he executed this Acceptance for the purpose expressed therein.

In Witness Whereof, I have hereunto set my hand and affixed my seal this 16th day of June, 1995.



*Claudia B. Coyne*  
Notary Public

State of Florida at Large

My commission expires: May 4, 1996

P950000 47366

TRIO GEN

2254 North U. S. 1  
Ft. Pierce, FL 34950

100001926821  
-08/20/96--01113--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

SECRETARY OF STATE  
ALABAMA, FLORIDA

55 AUG 19 PM 2:57

APPROVED  
AND  
FILED

- ☐ 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

*Handwritten:* P95000047366  
8/19/96

**Certificate of Amendment  
to Certificate of Incorporation  
of  
TriOgen, Inc.**

At a special meeting the shareholders of TriOgen, Inc. duly noticed and held on this 1st day of April, 1996, at 2254 North US#1, Fort Pierce Florida 34946, upon motion duly made, seconded and unanimously adopted, it was:

**Resolved:** that Article V of the Articles of Incorporation of TriOgen, Inc., filed on June 19th, 1995 be deleted and the following be substituted in its place instead.

**Article V - Capital Stock**

This corporation is authorized to issue 10,000,000 shares of one cent (\$0.01) par value common stock and 100,000 shares of one cent (\$0.01) par value Class A preferred stock, which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such bylaws the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

**Article VI - Registered Office and Agent**

The street address of the registered office of this corporation is: 2254 North US#1, Fort Pierce, Florida, 34950. The name of the registered agent of this corporation at that address is: Clarence Marsden.


**Article IX - Incorporator**

The name and address of the person signing these articles is: Clarence Marsden, 2254 North US #1, Fort Pierce, Florida, 34950.

**Article XII - Preemptive Rights Authorized**

There are no preemptive rights.

**In Witness Whereof,** Clarence Marsden, as President of TriOgen, Inc., has hereunto set his hand and seal this 19th day of April, 1996.

TriOgen, Inc.  
  
Clarence Marsden

**Acceptance**


APPROVED  
AND  
FILED  
53 AUG 19 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



### Acceptance

I Having been named as registered agent and to accept service of process for TriOgen, Inc., 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 relative to the proper complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

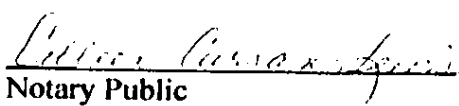
Dated this 19<sup>th</sup> day of April 1996

  
Clarence Marsden  
Registered Agent

County of St. Lucie  
State of Florida

Before me, the undersigned authority, this day personally appeared Clarence Marsden, know to me and known by me to be the person described in and who executed the foregoing Acceptance and he acknowledged to and before me that he executed this Acceptance for the purpose expressed therein.

In Witness Whereof, I have hereunto set my hand and affixed my seal this 19<sup>th</sup> day of April 1996

  
Notary Public  
State of Florida at Large  
My commission expires on:

April 18, 1999

OFFICIAL NOTARY SEAL  
COLLEEN CURRAN-LEWIS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC453755  
MY COMMISSION EXP. APR. 18, 1999

56 AUG 19 PM 2:57  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

APPROVED  
AND  
FILED

P95000047366



2254 North U. S. 1  
Ft. Pierce, FL 34950

Office Use Only

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

700002006207--4  
-11/15/96--01085--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

1. \_\_\_\_\_  
(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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

56 NOV 15 AM 9:40

APPROVED  
AND  
FILED

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

*OK*  
*P95000047366*  
*Amend*  
*11-15-96*

**Certificate of Amendment  
to Certificate of Incorporation  
of  
Triogen, Inc.**

At a special meeting the Director of Triogen, Inc. duly noticed and held on the 6th day of July, 1995, at 2254 North US#1., Fort Pierce, Florida, 34946, upon motion duly made, seconded and unanimously adopted, it was:

**Resolved:** that Article V, II and XII of the Articles of Incorporation of Triogen, Inc. filed on June 19th, 1995 be deleted and the following be substituted in its place instead.

**Article V-Capital Stock**

This corporation is authorized to issue 10,000,000 shares of one cent (\$0.01) par value common stock and 100,000 shares of one cent (\$0.01) par value Class A preferred stock, which shall be fully paid and nonassessable. Class A Preferred Stock shall have the designations, preferences, relative participating, optional and other special rights, qualifications, limitations and restrictions as hereinafter set forth:

(A) **Rank:** The Preferred Stock shall, with respect to dividend rights, rights on redemption and rights on liquidation, winding up and dissolution, rank equally with to any other equity securities of the Corporation, including all classes of Common Stock and any other series of Preferred Stock established by the Board of Directors.

(B) At any meeting held for the purpose of electing directors at which the holders shall have the right, voting as a separate class, to elect directors the presence, in person or by proxy of the holders of a majority of the aggregate number of shares of Class A Preferred Stock then outstanding shall be required to constitute a quorum for such election.

(C) **Liquidation Preference.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of shares of Class A Preferred and Common Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders.

(D) Holders of Class A Preferred Stock representing at least 51% of the issued and outstanding shares of the Class A Preferred Stock of the Company may call a special meeting, and such meeting may be called by such person so designated upon the notice required for annual meetings of stockholders and, shall be held at a specified place. Any holder so designated shall have access to the stock books of

6/15/95  
RECEIVED  
CLASSIFIED  
JUL 19 1995

APPROVED  
AND  
FILED

the Corporation for the purpose of calling a meeting of stockholders pursuant to these provisions.

(E) Voting: Class A Preferred Stock shall bear the right to 50 votes per share. Holders of Common Stock are entitled to one vote per share.

The stock of this corporation shall be issued, assigned, and/or transferred in strict accordance with such bylaws the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

#### **Article II-Registered Office**


The street address of the registered office of this corporation is : 2254 North US#1, Fort Pierce, Florida, 34946.

#### **Article XI-Preemptive Rights Authorized**

There are no preemptive rights.

**In Witness Whereof**, Clarence Marsden, as President of TriOgen, Inc., has hereunto set his hand and seal this 6th day of July 1995.

Triogen, Inc.



Clarence Marsden