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HOWELL L. FERGUSON OF COUNSEL

VICTORIA J, TSCHINREL SENOR CONSULTANT INOT A MEMBER OF THE FLORIDA BART 310 WEST COLLEGE AVENUE POST OFFICE BOX 271
1.0.488EE, FLORIDA 32302
140NE (904) 881-0311
NECOPY (904) 224-8898

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#### HAND DELIVERED

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

> 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 Harlee
Eddy Harlee
Office Manager

EH/

Enclosures

189, 5/5, 62/ Pick up 11:30



#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 16, 1995

LANDERS & PARSONS 310 WEST COLLEGE AVENUE TALLAHASSEE, FL 32302

SUBJECT: ARMENIA DIAGNOSTIC CENTER, INC.

Ref. Number: W95000012291

We have received your document for ARMENIA DIAGNOSTIC CENTER, 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: 695A00029676

## Articles of Incorporation of Armenia Diagnostic Center, Inc.

#### Article I - Namo

The name of the corporation is Armenia Diagnostic Center, Inc.

## Article II - Principal Office

The principal place of business and mailing address of this corporation shall be: 4023 North Armenia Avenue, Suite 310, Tampa, Florida 33607.

#### 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: 4023 North Armenia Avenue, Suite 310, Tampa, Florida 33607. 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:

#### Clarence Marsden 4023 North Armenia Avenue Suite 310 Tampa, Florida 33607

#### Article 7/111 - Indomnification 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 gent 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 mater 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 insure 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 Marsden, 4023 North Armenia Avenue, Suite 310, Tampa, Florida 33607.

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 Alling 1975.

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 Junic . 19/15 .

> elaucua-Notary Public

State of Florida at Large

State of Florida at Large My commission expires: Marf H, 1996

11 Assilar

CLAUDIA B. COYNE MY COMMISSION & CC 192086 EXFIRES: May 4, 1998 Bondad Thru Notary Public Underwit



# Acceptance

Having been named as registered agent and to accept service of process for Armenia Diagnotic Center, 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 Statues 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 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 Whereoft I have hereunto set my hand and affixed my seal this 167 day of 1100.

CLAUDIA G. COYNE MY COMMISSION # CC 192086 EXPIRES: May 4, 1998 Thru Noticy Public Under

Rundial H. Corpne Notary Public

State of Florida at Large My commission expires: 17144 4,1996

# P95000047373

January 8, 1996

Division of Corporations Annual Report Department 409 East Gaines Street Tallahassee, FL 32314

To Whom It May Concern:

Please change the address of the following corporation and forward the 1995 Corporate Annual Report to the new address.

Corporation Name:

Armenia Diagnostic Center, Inc.

**Document Number:** 

P95000047373

Old Address:

4023 North Armenia Ave., Suite 310

Tampa, Florida 33607

New Address:

4401 North A-1-A

Fort Pierce, Florida 34949

Thank you for your prompt attention to this matter.

Sincerely,

Harence Marsden

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