

P95000059996

LAW OFFICES

REX B. GUTHRIE

SUITE 4050 FIRST UNION FINANCIAL CENTER  
200 SOUTH BIRCHAYNE BOULEVARD  
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-4062

TELEFAX (305) 358-8205

July 31, 1995

Secretary of State  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900001552059  
-08/02/95--01064--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Sleep Diagnostic Institute, Inc.

Gentlemen:

Enclosed is an original and one copy of the Article of Incorporation for the above referenced corporation along with our check in the amount of \$122.50 representing your fee for filing.

Should you require additional information, please let us know.

Very truly yours,

*R B Guthrie*  
REX B. GUTHRIE

RBG:xs

Enc.

FILED  
95 AUG -2 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Principal Office*  
*634*  
*Rex Guthrie* GAVE  
AUTHORIZATION BY PHONE TO  
CORRELY *Art VI*  
DATE *8/3/95*  
DOC. EXAM *BR*

BL REGISTER AUG - 3 1995

ARTICLES OF INCORPORATION  
OF  
SLEEP DIAGNOSTIC INSTITUTE, INC.

FILED  
95 AUG -2 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:  
SLEEP DIAGNOSTIC INSTITUTE, INC.

ARTICLE II - DURATION

This corporation is to have perpetual existence.

ARTICLE III - PURPOSE

The nature of business of the corporation and the objects and purposes proposed to be transacted and carried on by it are as follows:

Sleep studies for the purpose of diagnosing sleep disorders and any other business authorized by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock of the corporation shall consist of 100,000,000 shares of common stock with a par value of \$0.001 per share, and 500,000 shares of Preferred, par value of \$100.00 per share all of which shall be fully paid and nonassessable.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, tangible or intangible, or labor or services actually performed for the corporation at a value to be fixed by the directors. Shares may not be issued until the full amount of the consideration therefor has been paid. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of the corporation.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND  
AGENT AND PRINCIPAL ADDRESS

The street address of the initial registered office of this corporation is 200 So. Biscayne Blvd., Suite 4950, Miami, FL 33131 and the name of the initial registered agent of this corporation is REX B. GUTHRIE. This is also the principal office of the corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased by the Board of Directors from time to time as provided by the Bylaws of the corporation but shall never be fewer than one (1) director. The name and address of the initial director of this corporation is:

Eduardo Lorenzo, Jr.  
12764 S.W. 60th Lane  
Miami, FL 33183

Felix C. Monteagudo  
3671 S.W. 25th Street  
Miami, FL 33133

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Rex B. Guthrie  
200 So. Biscayne Blvd., Suite 4950  
Miami, FL 33131

ARTICLE IX - SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the power of the corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

3. The original incorporators of the corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII hereof to any other person, or to firms or corporations who may hereafter become

subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the state of Florida, and the execution of the necessary instruments of assignment.

4. No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation; and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person or persons, firms or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation; and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The corporation shall indemnify any and all of its directors or officers or former directors or officer, or any person who may have served at its request as a director, or officer, of another corporation in which it owns shares of capital stock or of which it is a creditor against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceedings in which they or any of them are made parties or a party by reason of having been or being

directors or officers, or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceedings, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, agreement, vote of stockholders, or otherwise. The right of indemnification herein stated shall, under no circumstances, extend to or include indemnification for the liabilities arising under the Securities Act of 1933 as amended.

6. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise.

The authority vested in the Board of Directors by this Paragraph 6 shall include, in addition to the authority to establish salaries, the authority to establish the payment of bonuses, stock options, and pension and profit sharing plans.

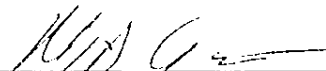
#### BILL OF RIGHTS FOR SHAREHOLDERS

1. No long term employment agreements over 5 years.
2. No termination agreements that would pay in excess of one year's compensation.
3. No article can be amended unless vote of shareholders of no less than 75%.
4. No loans, guarantees by the company, endorsements or otherwise can be made for or on behalf of any shareholders, director, officer or employee.
5. Corporation is limited as to borrowing in that it cannot borrow in excess of 25% of its net assets. Net assets are to be determined by audited financial statement not to be over 6 months old. (In the event the corporation does incur liability in excess of 25% of its net assets,

the corporation must increase its net worth by additional injection of capital and/or must liquidate within 360 days from date of notification that the corporation is in violation of this Article. The notification will be noticeable if the corporation maintains audited financial statement on a monthly basis).

6. An executive committee will be established consisting of 5 members all knowledgeable in the field of the company's activity. The executive committee will have the last word as to major decisions that are to be made for operations.
7. By-laws, once approved, cannot be amended or modified unless a majority of the shareholders approve it.
8. Shareholders have the exclusive and irrevocable right to vote on any buy-out by any group. In the event of a buy-out offer, Management cannot under any circumstances trigger any type of action or actions that would benefit management by giving them extra benefits in the event of a buy-out, i.e. bonus, compensation buy-outs, extra stock, etc. All employment agreements, for the benefit of shareholders, should contain a clause that in the event there is an offer for a total buy-out, all existing employment agreements become null and void and the only benefit to the employee would be that they would receive termination compensation not to exceed one year's base salary.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31<sup>st</sup> day of July, 1995.

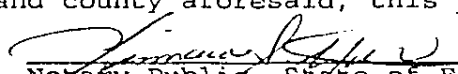
  
\_\_\_\_\_  
REX B. GUTHRIE, SUBSCRIBER

STATE OF FLORIDA       )  
                                  : SS.  
COUNTY OF DADE       )

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Rex B. Guthrie, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and the said person acknowledged before me that the said person executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 31<sup>st</sup> day of July, 1995.

My commission expires NOV 30 1996  
OFFICIAL NOTARY SEAL  
XIMARA S. MONTEAGUDO  
COMMISSION NUMBER  
00034

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that SLEEP DIAGNOSTIC INSTITUTE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida, has named REX B. GUTHRIE, as its registered agent to accept service of process within this state. Further, the registered address of this corporation is 200 So. Biscayne Blvd., Suite 4950, Miami, FL 33131.

SLEEP DIAGNOSTIC INSTITUTE, INC.

By: *R B Guthrie*

SUBSCRIBER

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *R B Guthrie*

Agent

95 AUG -2 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED