

8

4:48 PM

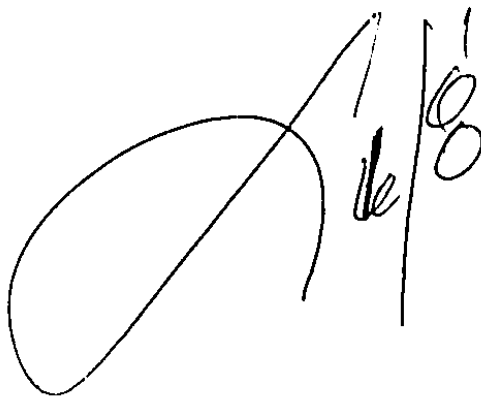
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1402 W. FLAGLER ST.  
STATE OF FLORIDA SUITE 200  
100 EAST BAY STREET MIAMI FL 33135  
TALLAHASSEE, FL 32309 CONTACT: RAY STORMONT  
FAX: (904) 922-1100 PHONE: (305) 541-3694  
FAX: (305) 541-3770  
(((H96000000302))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: BIO MAGNETIC SOLUTIONS, INC.  
FAX AUDIT NUMBER: H96000000302 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 01/06/1996 TIME REQUESTED: 18:48:18  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000000302)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:05:1

FILED  
95 JAN -8 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



NOTICE OF CANCELLATION

95 JAN -8 AM 7:56

RECEIVED

H96000000302

**ARTICLES OF INCORPORATION**  
**OF**  
**BIO-MAGNETIC SOLUTIONS, INC.**

H96000000302

Prepared by:

**Manuel M. Arreaga, Esq. (Fl. Bar #0525294)**  
**2000 S. Dixie Highway, Suite 200**  
**Miami, Florida 33133**  
**(305)854-3530**

## INDEX

### ARTICLE I

NAME 1

### ARTICLE II

DURATION 1

### ARTICLE III

INCORPORATION 1

### ARTICLE IV

PURPOSE 1

### ARTICLE V

AUTHORIZED SHARES 1

### ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS  
AND OTHER AUTHORIZED REPRESENTATIVES 1

### ARTICLE VII

REGISTERED OFFICE AND AGENT 3

### ARTICLE VIII

INITIAL BOARD OF DIRECTORS 3

### ARTICLE IX

INCORPORATOR 3

### ARTICLE X

MAILING ADDRESS 3

H96000000302

H96000000302

FILED

6 JUN -8 AM 11:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BIO-MAGNETIC SOLUTIONS, INC.**

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

**ARTICLE I**

**NAME**

The name of this corporation is BIO-MAGNETIC SOLUTIONS, INC..

**ARTICLE II**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III**

**INCORPORATION**

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE IV**

**PURPOSES**

The general purpose for which the corporation is initially organized is:

1. To engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE V**

**AUTHORIZED SHARES**

The aggregate number of shares of stock that this corporation is authorized to have

H96000000302

H96000000302

H96000000302

outstanding at any one time is six hundred (600) shares of common stock each having no par value.

## **ARTICLE VI**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who 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 to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have

H96000000302

H96000000302

the power to indemnify him against liability under the provision of this Article.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

#### ARTICLE VII

##### REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this corporation in the State of Florida is 2000 South Dixie Highway, Suite 200, Miami, Florida 33133.

The name of the initial registered agent at such address is MANUEL M. ARVESU, ESQ.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members.

The initial Director and their addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Genaro Payan, President	6835 Sunrise Place Coral Gables, Florida 33133
Carlos R. Fernandez-Guzman, Secretary	6835 Sunrise Place Coral Gables, Florida 33133

H96000000302

H96000000302

**ARTICLE IX  
INCORPORATOR**

The name and street address of the incorporator is:

**NAME**  
Manuel M. Arvesu

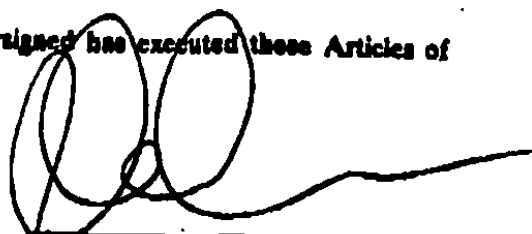
**ADDRESS**  
2000 South Dixie Highway  
Suite 200  
Miami, Florida 33133

**ARTICLE X  
MAILING ADDRESS**

The initial mailing address of the Corporation shall be:

6835 Sunrise Place  
Coral Gables, Florida 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 5th day of January, 1996.



**MANUEL M. ARVESU**  
Incorporator

H96000000302


H9600000302

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:  
**BIO-MAGNETIC SOLUTIONS, INC.**
2. The name and address of the Registered Agent and Office is:

**Manuel M. Arvesu, Esq.**  
**2000 South Dixie Highway**  
**Suite 200**  
**Miami, Florida 33133**

Signature   
**Genaro Pich**  
Date 1/5/96

Having been named as Registered Agent and to accept service of process for the above stated corporation 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
**Manuel M. Arvesu**

Date 1/5/96

FILED  
6 JAN - 8 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H9600000302