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96 JAN -8 PM 1:40

DEPT. OF STATE
TALLAHASSEE, FLORIDA

Thu Jan 4, 1996

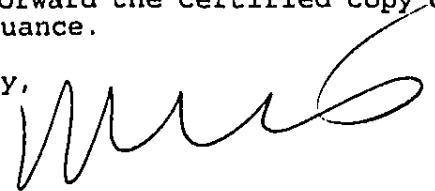
Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, Fl 32314

Re: BRISTOL CLINICAL LABORATORIES, INC.

Enclosed are original and one copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$122.50 representing the filing fee and charge for certified copy.

Please forward the certified copy of the charter to the undersigned upon issuance.

Sincerely,



Pedro P. Delgado,
Certified Public Accountant

/wp

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****122.50 ****122.50

PH 1/12/96

ARTICLES OF INCORPORATION
OF
BRISTOL CLINICAL LABORATORIES, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract, and executes the name for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this corporation is BRISTOL CLINICAL LABORATORIES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is three hundred (300) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V - INITIAL CAPITAL

This corporation will begin business with at least Three Hundred Dollars (\$300.00) as capital.

ARTICLE VI - PRINCIPAL OFFICE IN FLORIDA

The initial street address of this corporation in the State of Florida shall be:

2451 Brickell Avenue, Miami, Fl 33127

The board of directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - 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 at the price which it is offered to others. The sale of stock by the shareholder shall be limited and governed by a shareholders agreement.

ARTICLE IX - OFFICERS

The name and address of the initial officer(s) of this corporation is(are):

MARIA J. CID, PRESIDENT, V-PRESIDENT
2451 Brickell Avenue
Miami, Fl 33127

ARTICLE 8 - SUBSCRIBERS

The name(s) of the person(s) signing these Articles of Incorporation as a subscriber(s), the number of shares he(she) agreed to take and the value of the consideration therefor is(are):

MARIA J. CID, 300 SHARES, \$300.00 CONSIDERATION.

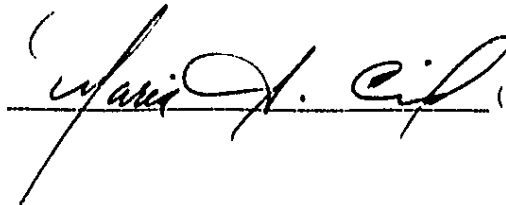
The street address of the above subscriber(s) is(are):

2451 Brickell Avenue, MIAMI, FL 33127

ARTICLE XI - INITIAL REGISTERED AGENT

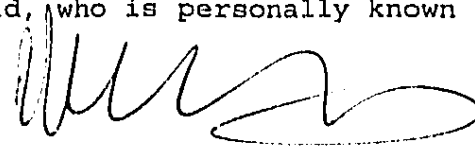
Pursuant to Florida Statute 607.114, BRISTOL CLINICAL LABORATORIES, INC., with its principal office at 2451 Brickell Avenue, Miami Fl 33127, has named as its initial registered agent PEDRO P. DELGADO, C.P.A., 1320 South Dixie Highway, Suite 220, Coral Gables, Fl 33146.

IN WITNESS WHEREOF, we, as subscribers, have executed the foregoing Articles of Incorporation as of Tue Jan 02, 1996.

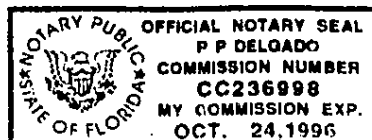
 (SEAL)

STATE OF FLORIDA }
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this Tue Jan 02, 1996, by Maria J. Cid, who is personally known to me and who did not take an oath.



NOTARY PUBLIC, State of Florida at Large
Pedro P. Delgado
My Commission expires:

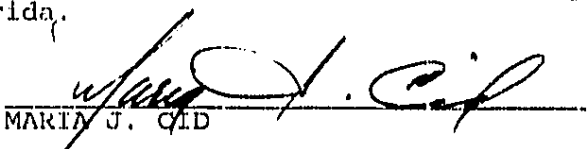


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MY BE SERVED

RECEIVED
96 JAN JAN 11 10:40

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THIS CERTIFICATE
IS SUBMITTED:

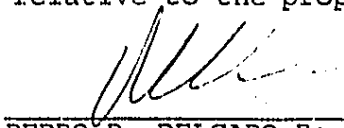
FIRST--That Bristol Clinical Laboratories, Inc., desiring to
organize or qualify under the Laws of the State of Florida, with
its principal place of business at City of Miami, State of Florida,
has named PEDRO P. DELGADO, C.P.A., located at 1320 South Dixie
Highway, Suite 220, Coral Gables, Fl 33146, as its agent to accept
service of process within Florida.


MARIA J. QID

TITLE PRESIDENT

DATE Tue Jan 02, 1996

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.


PEDRO P. DELGADO-Registered Agent

DATE Tue Jan 02, 1996

LAWRENCE BUNIN, P.A.

140 C South University Drive
Plantation, FL 33324

Telephone: (954) 473-1232
Fax: (954) 473-1165

P96000003993

Secretary of State
Division of Corporations\
P.O. Box 6327
Tallahassee, FL 32301

RECEIVED
08/13/97 10:02 AM
*****35.00 *****35.00

RE: Bristol Clinical Laboratories, Inc.

Dear Sir/madam:

With reference to the above-mentioned corporation, please find enclosed a Statement of Change of Registered Office or Registered Agent along with my check in the amount of \$35.00 to file same. Kindly forward proof of filing in the return envelope enclosed.

Very truly yours,


LAWRENCE BUNIN

LB/il

Enclosures

FILED
97 AUG 13 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA
Change
8/20/97
DL

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: BRISTOL CLINICAL LABORATORIES, INC.
- 1b. The mailing address of the corporation is: 814 Ponce De Leon Blvd. #502, Coral Gables, FL 33134
- 1c. Date of incorporation: January 8, 1996 Document number: P96000003993
2. The name and address of the current registered agent and office:

PEDRO P. DELGADO, C.P.A.
1320 South Dixie Highway, Suite 220
Coral Gables, FL 33146

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

RICHARD PRETE
2517 SW 8th Street
Miami, FL 33135

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

✓ Richard Prete
(Signature of an officer, chairman or vice chairman of the board)

8/8/97
(Date)

FILED
97 AUG 13 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD PRETE, CHAIRMAN
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

✓ Richard Prete
(Signature of Registered Agent)

8/8/97
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)