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1/19/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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FROM: DOUGLAS L. HILBERT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ~~HILBERT DIAGNOSTICS, P.A.~~ *Exceed Diagnostic Labs, Inc.*
FAX AUDIT NUMBER: H96000000995
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TALLAHASSEE, FLORIDA

FAX Audit Number H9600000995

ARTICLES OF INCORPORATION
OF

EXCEED DIAGNOSTIC LABS, INC.

EFFECTIVE DATE
1-18-96

ARTICLE I. NAME

The name of this corporation is Exceed Diagnostic Labs, Inc.

ARTICLE II. COMMENCEMENT AND DURATION

This corporation's existence shall commence on January 18, 1996. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue one thousand (1,000) shares of common capital stock with a par value of \$0.01 per share.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1). The initial Board of Directors, who shall serve until his successor(s) are elected and qualified is: Ronald J. Avery, D.C.

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Prepared by:
DOUGLAS L. HILBERT, Esq.
28870 US 19 North Suite 300
Clearwater, FL 34621
(813) 791-1142
FBN981850

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ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS OF THE CORPORATION

The address of this corporation's initial registered office and the corporation's mailing address is: 1518 Seagull Drive #305, Palm Harbor, FL 34685 and its mailing address is: PO Box 4958, Palm Harbor, FL 34685.

The name and address of the individual who shall serve as this corporation's initial registered agent is: Douglas L. Hilkert; 28870 US 19 North Suite 300; Clearwater, FL 34621.

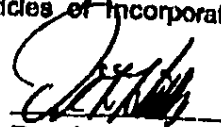
ARTICLE VIII. INCORPORATOR

The name and address of this corporation's incorporator is: Douglas L. Hilkert, 28870 US 19 North Suite 300; Clearwater, FL 34621.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

The undersigned has executed these Articles of Incorporation on this 21 day of January, 1996.

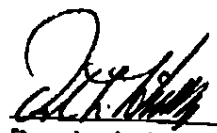

Douglas L. Hilkert
Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named as the registered agent, to accept service of process, with the State of Florida, at the registered office address indicated above, for Exceed Diagnostic Labs, Inc., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Exceed Diagnostic Labs, Inc.

Dated this 21 day of January, 1996.


Douglas L. Hilkert
Registered Agent