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Attorney at Law

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MEMORANDUM

DATE: 5 Feb 1996

_____ PAGE (S) TO FOLLOW

To: Dept of State

Action Requested Yes ___ No ___

Fax # _____

Time Sensitive Yes ___ No ___

From: Ralph Rocheteau

Deadline _____

Telecopier No. (305) 262-8078

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RE: G & R Diagnostic Corporation

MEMORANDUM: Enclosed please find
Articles of Incorporation and one
copy Consent, and one copy
check for \$78.75

Please mail the copies back

4000001 710744
-02/08/96--01096--006
*****78.75 *****78.75

Ralph Rocheteau
Ralph Rocheteau

cc: _____

*My voice mail service beeps me
When a message is received

B. REGISTER FEB 12 1996

FILED
FEB - 8 PM 7
SECRETARY OF
TREASURY
FLORIDA

**ARTICLES OF INCORPORATION
OF
G&R DIAGNOSTIC CORPORATION**

FILED
96 FEB -8 PM 7:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be:

G&R DIAGNOSTIC CORPORATION.

ARTICLE II.

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III.

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is **one hundred (100) shares**. All such shares shall be of a single class, designated as common.

ARTICLE IV.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election for directors, the

**ARTICLES OF INCORPORATION
G&R DIAGNOSTIC CORPORATION**

shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V.

The corporation elects to have preemptive rights.

ARTICLE VI.

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII.

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII.

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

**ARTICLES OF INCORPORATION
G&R DIAGNOSTIC CORPORATION**

ARTICLE IX.

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

**RON HUTCHINSON
4900 N.W. 44TH AVENUE
COCONUT CREEK, FLORIDA 33173**

**DR. GABRIEL SPOLIANSKY
1722 VESTA DR.
CORAL SPRING, FLORIDA 33071**

ARTICLE X.

The initial registered agent of the corporation is **RALPH ROCHETEAU**. The street address of the corporation's initial registered office is **5757 N.W. 11TH STREET, SUITE 160, MIAMI, FLORIDA 33126**.

ARTICLE XI.

The principal place of business and mailing address of this corporation shall be:

**C/O RON HUTCHINSON
4900 N.W. 44TH AVENUE
COCONUT CREEK, FLORIDA 33173**

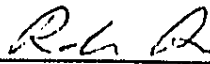
**ARTICLES OF INCORPORATION
G&R DIAGNOSTIC CORPORATION**

ARTICLE XII.

The name and address of the incorporator to these Article of Incorporation is:

**RALPH ROCHETEAU
5757 N.W. 11TH STREET
SUITE 160
MIAMI, FLORIDA 33126**

The undersigned incorporator has executed these Articles of Incorporation this 5th day of February, 1996.

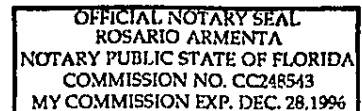


**Ralph Rocheteau, Incorporator
5757 N.W. 11th Street, Suite 160
Miami, Florida 33126**



**Rosario Armenta
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE**

My commission expires:



articles.G&R\wp51\srloff

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
G&R DIAGNOSTIC CORPORATION**

FILED
96 FEB -8 PM 7:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named in the state of Florida 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.

Date:

BY: Ralph Rocheteau
Ralph Rocheteau
Registered Agent

Sworn to and subscribed before me this 5th day of February 1996.

Rosario Armenta
Rosario Armenta
Notary Public, State of Florida
At Large

OFFICIAL NOTARY SEAL
ROSARIO ARMENTA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC248543
MY COMMISSION EXP. DEC. 26, 1996

My commission expires:

consent.G&R\wp51\rr\off