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LESLIE L. FLOREZ  
ATTORNEY AT LAW

782 N.W. LEJEUNE ROAD  
SUITE 634  
MIAMI, FLORIDA 33126

MEMBER OF THE  
MISSOURI AND FLORIDA BAR

TELEPHONE  
(305) 448-8838  
FAX: (305) 448-2768

February 9, 1996

Florida Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

9000001713343  
-02/13/96--01076--011  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation for  
DIASONICS, INC.

To Whom It May Concern:

Enclosed please find the original copy of the Articles of Incorporation for the above corporation. Please send the certified copy to our office at the above address.

Very truly yours,

Leslie L. Florez

LLF:mg  
Encl.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 FEB 13 PM 1:35

FILED

SPB  
2/16/96

ARTICLES OF INCORPORATION  
OF  
DIASONICS, INC.

FILED

96 FEB 13 PM 11:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, have executed the following document as incorporator of the above named Corporation, organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be DIASONICS, INC.. The address of the Corporation shall be 4201 PALM AVENUE, SUITE # 102, HIALEAH, FLORIDA 33012.

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this Corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:

To have perpetual succession by its Corporate name;

To sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

To have a Corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, where ever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise

dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issues its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its Corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within this state;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors,

officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be promoter, incorporator, partner, member, associated, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute 607.014.

#### ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of one hundred (100) shares at \$1.00 par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this Corporation.

#### ARTICLE V

The address of the initial registered office and the name of the initial resident agent of this Corporation shall be:

Ruben Delgado, Sr.  
4201 Palm Avenue  
Suite # 102  
Hialeah, Florida 33012

#### ARTICLE VI

The initial Board of Director shall consist of a total of two (2) individuals, and the name(s) and address(es) of this individuals who will serve as initial director(s) are:

Ruben Delgado, M.D.  
4201 Palm Avenue  
Suite 102  
Hialeah, Florida 33012

Eduardo Safille, M.D.  
4201 Palm Avenue  
Suite 102  
Hialeah, Florida 33012

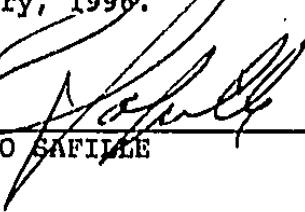
The name and address of the incorporator executing this Articles of Incorporation is:

Eduardo Safillo, M.D.  
4201 Palm Avenue  
Suite # 102  
Hialeah, Florida 33012

The initial officers of the corporation shall consist of the following individuals:

President - Ruben Dolgado, M.D.  
Vice President - Eduardo Safillo, M.D.  
Secretary - Ruben Dolgado, M.D.  
Treasurer - Eduardo Safillo, M.D.

IN WITNESS WHEREFORE, the undersigned incorporator signed this document on this 31st day of January, 1996.

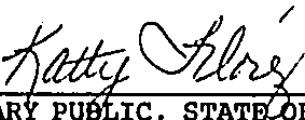
  
EDUARDO SAFILLE

STATE OF FLORIDA) SS:  
COUNTY OF DADE )

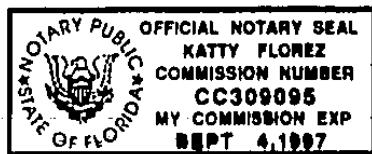
BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared EDUARDO SAFILLE, personally known to me, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 31st day of January, 1996.

Personally known  or produced identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

  
NOTARY PUBLIC, STATE OF FLORIDA

STAMP



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

-----  
IN COMPLIANCE with Section 607.034 of the Florida Statutes, the  
following is submitted:

DIASONICS, INC.

desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business in the City of  
Miami, County of Dade, State of Florida, has named:  
RUBEN DELGADO, SR. as its agent to accept service of  
process within the State of Florida, with the registered address  
as:

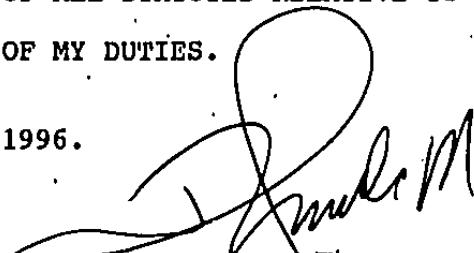
4201 Palm Avenue, Suite #102  
Hialeah, Florida 33012

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ACKNOWLEDGEMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: THE 31st DAY OF JANUARY, 1996.

  
RUBEN DELGADO, SR.  
REGISTERED AGENT

96 FEB 13 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED