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DEPARTMENT OF REVENUE
STATE OF FLORIDA
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((H96000002943)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SUPERIOR DIAGNOSTIC CENTER, INC.

FAX AUDIT NUMBER: H96000002943

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/29/1990

TIME REQUESTED: 10:23:38

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

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.

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ARTICLES OF INCORPORATION
FOR

SUPERIOR DIAGNOSTIC CENTER, INC.

EFFECTIVE DATE
2-29-96

THE UNDERSIGNED, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

Name & Address

The name of the Corporation is Superior Diagnostic Center, Inc. and its principal address shall be 155 S.W. 57 Avenue, Miami, Florida 33144.

Article II

Duration

The Corporation shall exist perpetually. The Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of the State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, the Corporate existence shall commence upon filing by the Department of the State.

Article III

Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Prepared By: Francisco Dumenigo, Esquire Bar# 862817
2601 S. Bayshore Drive, 19th Floor, Coconut Grove, Fla. 33133

Prepared By: Francisco Dumenigo
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2601 S. Bayshore Dr. 19th Fl
COGROVE, FL 33133
305-854-9387

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Article IV**Capital Stock**

(a) Authorized Capital. The maximum number of shares of stock which this Corporation is authorized to have outstanding is one thousand (1,000) shares of common stock having a one (\$1.00) dollar par value per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. The Shareholders shall have preemptive rights.

(c) Cumulative Voting. Voting in a cumulative fashion shall not be permitted.

Article V**Initial Registered Office and Agent**

The name of the initial Registered Agent for this Corporation is Angel Arciero. The street address for this initial Registered Agent is 155 S.W. 57 Avenue, Miami, Florida 33144.

Article VI**Board of Directors**

(a) Number. This Corporation shall have one (1) Director initially. The number of Director(s) may be increased or diminished from time to time by the Corporate Bylaws, but shall never be less than one.

(b) Initial Director(s). The name and street address of the initial Director of the Corporation is:

Name

Address

Angel Arciero

155 S.W. 57 Avenue
Miami, Florida 33144

(c) Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefore for such service.

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Article VII

Officers

(a) Position. This Corporation shall not have any of Corporate Officers filled at this time, they will be filled as required.

(b) Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Officers, and to fix the basis and conditions under which such compensation is paid. Any Officer of the Corporation may also serve in another capacity and receive compensation therefore for such service.

Article VIII

Bylaws

The initial Bylaws of this Corporation shall be adopted by the Board of Directors. The Bylaws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw or bylaws adopted by the Shareholders if they specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

Article IX

Incorporator

Francisco M. Dumenigo, Esquire
2601 S. Bayshore Drive, 19th Floor
Coconut Grove, Florida 33133

Article X

Indemnification

The Corporate Board of Directors is hereby specifically authorized to make provision for indemnification of Directors, Officers, employees and agents to the full extent permitted by law.

Article XI

Amendment

This Corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, and any right conferred upon the Shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the Incorporator has executed these
Articles this 29 day of February of 1996.

INCORPORATOR

Francisco M. Duenias
Francisco M. Duenias, Esquire

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

IN COMPLIANCE with Section 48.901 of the Florida Statutes, the following is submitted:

Superior Diagnostic Center, Inc. desiring to organize and qualify under the laws of the State of Florida, with its principal place of business in the County of Dade, the State of Florida, has named Angel Arciero who is located at 155 S.W. 57 Avenue, Miami, Florida 33144 as its agent to accept service of process within the state of Florida.

Incorporator:


Francisco M. Duran, Esquire

Dated this 29 day of February of 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.

Registered Agent:


Angel Arciero

Dated this 29 day of February of 1996.

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