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TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400001801054
-07/23/96--01015--003
***122.50 ***122.50

Subject : **CYRUS DIAGNOSTIC CENTER, INC.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50,
as required by the State of Florida, to cover the Incorporation Fee and a Certified Copy.

FROM: **MASOUD VAHDATPOUR**
944 BAKEWELL COURT
LAKE MARY, FL 32746

PH
7/23/96

ARTICLES OF INCORPORATION
OF
CYRUS DIAGNOSTIC CENTER, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is CYRUS DIAGNOSTIC CENTER, INC.

ARTICLE II. TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to conduct a medical diagnostic testing services business and any other business that is lawful in the State of Florida and the United States.

ARTICLE IV. CAPITAL STOCK

Number: The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand, (10,000) shares of capital stock with a par value of (One Dollar (\$1.00) per share.

Stated Capital: The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

No Classes of stock: The shares of the corporation are not to be divided into classes.

No Share in Series: The corporation is not authorized to issue shares in series.

ARTICLE V. ADDRESS

The initial street address in Florida of the initial principal office of the corporation is:

944 Bakewell Court, #100, Lake Mary, Florida 32746,

and the name and address of the initial registered agent is:

Masoud Vahdatpour, 944 Bakewell Court, #100, Lake Mary, FL 32746.

ARTICLE VI. DIRECTORS

The initial Board of Directors shall consist of one (1) member, who need not be a resident of Florida, or shareholder of the corporation.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such an officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers, of such other corporation: any director may be a member, may be a party to, or may be

peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Masoud Vahdatpour	944 Bakewell Ct., #100 Lake Mary, FL 32746

ARTICLES VIII. INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Masoud Vahdatpour	944 Bakewell Ct., #100 Lake Mary, FL 32746

ARTICLE IX. AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE X. PREEMPTIVE RIGHTS

The holders of the common Stock of this corporation shall have preemptive rights to the purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. the preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI. VOTING STOCK

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on this 15th day of July, 1996.

Masoud Vahdatpour
MASOUD VAHDATPOUR

STATE OF FLORIDA
COUNTY OF ORANGE

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CLERK OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared MASOUD VAHDATPOUR, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Winter Park, in said County and State, this 17th day of July, 1996.



Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cyrus Diagnostic Center, Inc., qualified to do business under the laws of the State of Florida with its principal office at 944 Bakewell Ct., #100 Lake Mary, Seminole County, State of Florida has appointed Masoud Vahdatpour at 944 Bakewell Ct., #100, City of Lake Mary, County of Seminole, state of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (Must be signed by Designated Registered Agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Masoud Vahdatpour

MASOUD VAHDATPOUR

7-17-96

DATE