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ROBERT H. GREGORY
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SUITE 214
MIAMI, FLORIDA 33143

ROBERT H. GREGORY
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July 16, 1996

(000) 000-0000 TELEPHONE
(000) 000-0000 FACSIMILE

The Secretary of State, Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000001899400
-07/19/96--01045--003
***122.50 -120.50

Re: ADVANTAGE MEDICAL DIAGNOSTIC, INC.

Dear Secretary of State:

Enclosed please find check number 2127 in the amount of \$122.50 payable to the Secretary of State of Florida for the incorporation of ADVANTAGE MEDICAL DIAGNOSTIC. This check is to cover the filing fee, Certificate Designating Registered Agent, charter tax and certified copy of the charter documents. Also enclosed is the original and one copy of the Articles of Incorporation and Certificate of Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served along with the enclosed self-addressed, stamped envelope for your convenience in forwarding the certified copies of the requisite documents.

As my client is very eager to secure the name of ADVANTAGE MEDICAL DIAGNOSTIC for his business, time is of the essence and consequently, I would appreciate your immediate attention to this matter. If you have any questions with regard to this, please do not hesitate to contact me.

Very truly yours,

William E. Gregory
WILLIAM E. GREGORY

WMC
7-22-96

WEG/em
encls.

cc: Francis G. Fontneau, III

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ADVANTAGE MEDICAL DIAGNOSTIC, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is ADVANTAGE MEDICAL DIAGNOSTIC, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State in Tallahassee, Florida.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 7600 Red Road, Suite 214, Miami, Florida 33143. The name of the registered agent of this corporation is: WILLIAM E. GREGORY, ESQUIRE. The principal office of the corporation will be 3837 Northdale Boulevard, Suite 240, Tampa, Florida 33624.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

FRANCIS G. FONTNEAU, III
3520 Berger Road
Lutz, Florida 33549

VICTOR CHERY
3304 Pico Drive
Tampa, Florida 33614

ARTICLE VII

INCORPORATORS

The name and address of the person signing these articles is:

FRANCIS G. FONTNEAU, III
3520 Berger Road
Lutz, Florida 33549

VICTOR CHERY
3304 Pico Drive
Tampa, Florida 33614

ARTICLE VIII

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

AMENDMENTS


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribers and Incorporators have executed these Articles of Incorporation at Lutz, Hillsborough County, Florida, for the use and purposes aforestated on this 12 day of July, 1996.


FRANCIS G. FONTNEAU, III


VICTOR CHERY

SWORN TO AND SUBSCRIBED before me on this 12th day of July, 1996.


NOTARY PUBLIC - STATE OF FLORIDA AT LARGE

My commission expires:



ESPERANZA RODRIGUEZ
My Commission CC028481
Expires Jan. 29, 2000

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, ADVANTAGE MEDICAL DIAGNOSTIC ^{INC.} desiring to organize

under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Lutz, County of Hillsborough, State of Florida, has named WILLIAM E. GREGORY, ESQUIRE, located at 7600 Red Road, Suite 214, Miami, Florida 33143, County of Dade, State of Florida, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT;

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

BY: William E. Gregory
WILLIAM E. GREGORY, ESQUIRE
Registered Agent

FILED
JUL 24 PM 4:14
CLERK
TALLAHASSEE, FLORIDA