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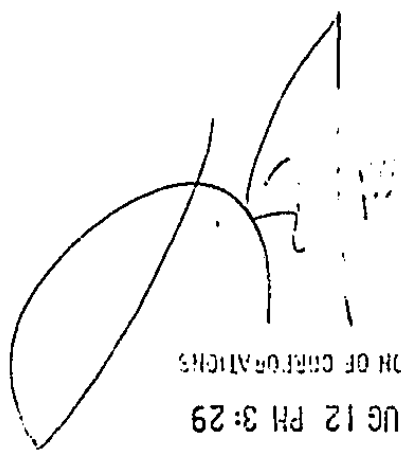
8/12/96 FLORIDA DIVISION OF CORPORATIONS 2:45 PM
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DEPARTMENT OF STATE 2601 SOUTH DAYSHOME DR
STATE OF FLORIDA 19TH FLOOR
409 EAST GAINES STREET MIAMI FL 33133-
TALLAHASSEE, FL 32399 CONTACT: PEGGY MARINELLI
FAX: (904) 922-4000 PHONE: (305) 854-5900
FAX: (305) 857-9322
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR (P.A.)
NAME: FORMER SHAREHOLDERS OF MEDI-LAB, INC.
FAX AUDIT NUMBER: H96000011188 CURRENT STATUS: REQUESTED
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
FORMER SHAREHOLDERS OF MEDI-LAB, INC.**

The undersigned, acting as incorporator of **FORMER SHAREHOLDERS OF MEDI-LAB, INC.** (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is: **FORMER SHAREHOLDERS OF MEDI-LAB, INC.**

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on August 12, 1996.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

Prepared by:
Miguel A. Maspons, Esq.
Florida Bar No. 794153
Cohen, Derke, Bowersole, Rodin,
Kendall & Lurie, P.A.
2601 So. Bayshore Drive, 19th Fl.
Miami, Florida 33133
(305) 854-5900

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of the Corporation shall be:

4135 Laguna Street, Suite C
Coral Gables, Fl. 33146

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the director is:

<u>Name</u>	<u>Address</u>
AIDA RAMIREZ	4135 Laguna Street, Suite C Coral Gables, Fl. 33146

ARTICLE IX**INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Miguel A. Maspons	c/o Cohen, Berke, Bernstein, Brodie, Kondell & Lazzlo, P.A. 2601 So. Bayshore Drive 19th Floor Miami, Florida 33133

ARTICLE X**INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of August, 1996.


MIGUEL A. MASPONS, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for FORMER SHAREHOLDERS OF MEDI-LAB, INC. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 
RICHARD N. BERNSTEIN, Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**FORMER
SHAREHOLDERS OF
MEDILAB, INC.**

4088 Laguna St.
Coral Gables, FL 33148
(305) 447-4180

P960000 67047

April 10, 1997

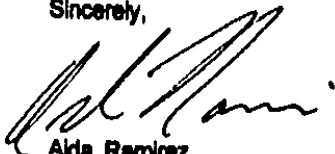
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

To whom it may concern:

Please be advised that "The former shareholders of Medi-Lab, Inc." wish to dissolve. Enclosed please find Articles of Dissolution. If you need to contact us please call or write us at the above address. Thank you for your attention to this matter.

Sincerely,



Alda Ramirez
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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2 pgs
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ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Former Share holders
of Medi-Lab, Inc.

SECOND: The articles of incorporation were filed on: 8/12/96

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 10 day of April, 19 97.

Signature

[Signature]
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Aida Ramirez

(Typed or printed name)

Incorporator

(Title)

APPROVED
FILED
SECRETARY OF STATE
FLORIDA