

P97000010832

Jesus Gutiérrez

11011 N. W. 7TH STREET, #104
MIAMI, FLORIDA 33172

January 13, 1997

700002075217--9
-01/31/97--01105--005
*****70.00 *****70.00

State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Ref: New corporation for
NATIONAL CLINICAL LABORATORY, INC.

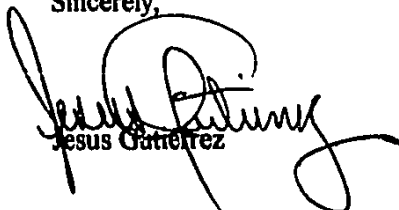
Ladies/Gentlemen:

This is to request the filing of a new Florida corporation that has been organized under the laws of the State of Florida. The corporation name being filed is NATIONAL CLINICAL LABORATORY, INC. Should there be a problem with the availability of this name, please notify me immediately.

I have enclosed the corporation's Articles of Incorporation, Certificate of Resident Agent, and a check for \$70.00 as the required filing fee. Should these documents be in order, I would expect your acknowledgment of same shortly at the above address.

Should there be any questions or need of more information, feel free to contact me.

Sincerely,


Jesus Gutiérrez

FILED
97 JAN 31 AM 8:44
SECRET
TALLAHASSEE, FLORIDA

2-4-97
KR

ARTICLES OF INCORPORATION
OF
NATIONAL CLINICAL LABORATORY, INC.

FILED
97 JAN 31 AM 8:44
SECRET
TALLAHASSEE, FLORIDA

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

ARTICLE I.

The name of the corporation is NATIONAL CLINICAL LABORATORY, INC.

ARTICLE II.

The period of its duration is perpetual existence.

ARTICLE III.

The general nature of the business and objects and purpose to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign country or countries; to buy, sell, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all types, both as principal and agents, in any part of the world.

b. To do all such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection of benefit of the corporation.

c. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, or in the future to be enacted, are hereby included in and made a part hereof by reference.

d. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing, wholesaling, or otherwise, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

e. It shall be lawful to purchase, sell, lease as owner, factor, broker and agent, supplies and equipment, of all kinds, types and descriptions whatsoever, together with accessories, parts and all manner of equipment related thereto.

f. To manage, supervise, operate, control, lease, let and sublet, apartments, office buildings, dwelling houses and all kinds of character of property of every nature whatsoever.

g. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.

h. To engage in the exchange of currency of foreign countries and the currency of the United States.

i. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company and to secure the same by mortgage pledge, deed or trust, or otherwise.

j. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

ARTICLE IV.

The capital stock of the corporation shall consist of:

- a. Five hundred (500) shares of a par value of one dollar (\$1.00).
- b. All shares to be issued fully paid and non-assessable. The capital stock of the corporation may be paid in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said termination of just value fixed by the Board of Directors is to be conclusive proof of said value.
- c. All of the common stock is to have one vote per share in the control of the management of the corporation.
- d. In the event any shareholder be unable to attend a shareholders' meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

ARTICLE V.

The corporation will not commence business until at least \$500 dollars have been received by it as consideration of the issuance of shares.

ARTICLE VI.

Cumulative voting of shares of stock are authorized.

ARTICLE VII.

Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the Corporation.

ARTICLE VIII.

The regulation of the business and the conduct of the affairs of the corporation and the provisions creating and limiting the powers of the corporation, the directors and the stockholder, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the Corporation.

ARTICLE IX.

The number of directors constituting the initial board of directors of the corporation is One, and the name(s) and address of the person(s) who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
<u>Jesus Gutierrez</u>	<u>11011 N.W. 7th Street #104, Miami, Fl. 33172</u>

The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

ARTICLE X.

The names and addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-Laws and the Act of the Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

OFFICE	NAME	ADDRESS
President	Jesus Gutierrez	11011 N.W. 7th Street #104, Miami, Fl 33172
Vice Pres.	Jesus Gutierrez	11011 N.W. 7th Street #104, Miami, Fl 33172
Secretary	Jesus Gutierrez	11011 N.W. 7th Street #104, Miami, Fl 33172
Treasurer	Jesus Gutierrez	11011 N.W. 7th Street #104, Miami, Fl 33172

ARTICLE XI.

The resident agent of the corporation and his address is:

Jesus Gutierrez 11011 N.W. 7th Street #104, Miami, Fl 33172

ARTICLE XII.

The name and address of each incorporator is:

Name	Address
<u>Jesus Gutierrez</u>	<u>11011 N.W. 7th Street #104, Miami, Fl. 33172</u>

IN WITNESS WHEREOF, the undersigned has have .nade and signed there Articles of Incorporation at the city of Miami, county of Dade, state of Florida, for the uses and purposes aforesaid.

SIGNED IN THE PRESENCE OF:


Jorge Gutierrez - Witness


Jesus Gutierrez

Date: January 13, 1997

CERTIFICATE OF RESIDENT AGENT

NATIONAL CLINICAL LABORATORY, INC. a corporation organized under the laws of the
State of Florida, with its principal office at:

11011 N.W. 7th Street

in the city of Miami, county of Dade, State of Florida, has named:

Jesus Gutierrez, located at

11011 N.W. 7th Street, city of

Miami, County of Dade,

State of Florida,

as its agent to accept service of process within this state.

Acceptance:

I, Jesus Gutierrez, agree as resident agent to accept service of process; to keep office open
during prescribed hours; to post my name in some conspicuous place in office as required by law.


Jesus Gutierrez

January 13, 1997

Date

FILED
97 JAN 31 AM 8:44
SECY
TALLAHASSEE, FLORIDA