

WILLIAM E. BLYLER, P.A.
ATTORNEY AT LAW

GULF ATLANTIC CENTER • SUITE 415
1901 WEST CYPRESS CREEK ROAD
FORT LAUDERDALE, FLORIDA 33309
TELEPHONE (954) 351-7500
TELEFAX (954) 351-0270

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation
SPECIALTY DIAGNOSTICS INTERNATIONAL, INC.
Name Reservation Number: R96000004717

700002075897--8
-02/03/97--01048--009
***122.50 ***122.50

Gentlemen:

Enclosed you will find the following:

1. Original and one copy of the Articles of Incorporation.
2. Original and one copy of the Certificate of Designation of Registered Agent.
3. Check payable to Secretary of State in the amount of \$122.50.

Please file and forward certified copies to this office in the enclosed self-addressed stamped envelope.

Thank you for your assistance.

Very truly yours,

Diane (jos)
William E. Blyler

WEB/bpe
Enclosures

cc: Client

FEB 4 1997

BSB

FILED
97 FEB -3 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 FEB -3 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SPECIALTY DIAGNOSTICS INTERNATIONAL, INC.

The undersigned hereby associates themselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

SPECIALTY DIAGNOSTICS INTERNATIONAL, INC.

ARTICLE II

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

ARTICLE III

The authorized capital stock of this corporation shall be 7,500 shares of common stock at a par value of \$1.00 per share. The shareholders are hereby granted a preemptive right to any new issues of stock.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the shareholders of the corporation; property, services or labor may be purchased or paid for with the capital stock at a just valuation to be fixed by the shareholders.

ARTICLE IV

This corporation shall have perpetual existence unless sooner dissolved according to Law.

ARTICLE V

The place of business shall be 1957 S.R. 60 East, Valrico, Florida 33594, with the privilege of having branch offices at other places within or without the State of Florida. Further, the shareholder may from time to time, move the principal place of business of this corporation to any other address within or without the State of Florida.

ARTICLE VI

The business of this corporation shall be managed by its shareholders, rather than by a Board of Directors. In the management of the business of the corporation, the act of the shareholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders. Each shareholder shall be entitled to one (1) vote in person, or in proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote represented in person or proxy, shall constitute a quorum at any meeting of shareholders for the management of the business of the corporation.

ARTICLE VII

The names and addresses of the subscribers and initial shareholders of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Charles R. Qulepo, Jr.	2203 Glen Mist Drive Valrico, FL 33594
Linda C. Hall	900 Northeast 9th Street Pompano Beach, FL 33060

Jose A. Birriel, Jr., Trustee
for Jose A. Birriel, Jr.
Revocable Trust Agreement

2765 Hackney Road
Weston, FL 33331

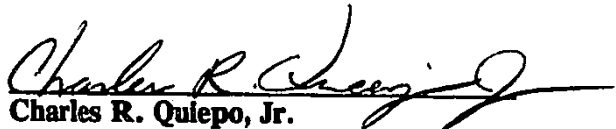
ARTICLE VIII

The street address of the initial registered office of the corporation is 1901 West Cypress Creek Road, Suite 415, Fort Lauderdale, FL 33309, and the name of the registered agent of the corporation is William E. Blyler.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the shareholders at a shareholder's meeting by vote of the shareholder voting the majority of the stock capable of being voted, unless all shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

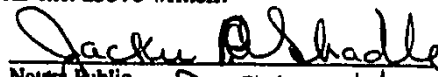
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 30th day of January, 1997.


Charles R. Quilepo, Jr.

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 31st day of January, 1997, personally came and appeared before me, the undersigned authority, Charles R. Quilepo, Jr., who produced known personally as identification, or who is personally known to me to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same of his own free and voluntary act and deed for the uses and purposes set forth and expressed therein.

WITNESS my hand and official seal the day and year first above written.


Notary Public
Jackie P. Shadle
(Printed or typed name of Notary)

My Commission Expires:



Linda C. Hall
Linda C. Hall

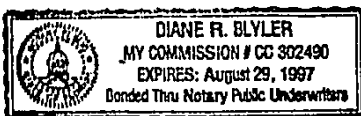
STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 31 day of January, 1997, personally came and appeared before me, the undersigned authority, Linda C. Hall, who produced Drivers License, as identification, or who is personally known to me to be the person described in and who executed the foregoing instrument, and she acknowledged before me that she executed the same of her own free and voluntary act and deed for the uses and purposes set forth and expressed therein.

WITNESS my hand and official seal the day and year first above written.

Diane R. Blyler
Notary Public
DIANE R. BLYLER
(Printed or typed name of Notary)

My Commission Expires:



Jose A. Birriel, Jr.
Jose A. Birriel, Jr., Trustee
for Jose A. Birriel, Jr.
Revocable Trust Agreement

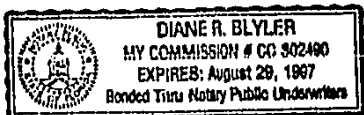
STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 31 day of January, 1997, personally came and appeared before me, the undersigned authority, Jose A. Birriel, Jr., who produced Drivers License, as identification, or who is personally known to me to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same of his own free and voluntary act and deed for the uses and purposes set forth and expressed therein.

WITNESS my hand and official seal the day and year first above written.

Diane R. Blyler
Notary Public
DIANE R. BLYLER
(Printed or typed name of Notary)

My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0571, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

SPECIALTY DIAGNOSTICS INTERNATIONAL, INC.

2. The name and address of the Registered Agent and office is:

**WILLIAM E. BLYLER, P.A.
1901 W. Cypress Creek Road, Suite 415
Fort Lauderdale, FL 33309**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

WILLIAM E. BLYLER, P.A.

By: William E. Blyler
William E. Blyler, Esq.

Date: 1/31/97

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 31 day of January, 1997, personally came and appeared before me, the undersigned authority, WILLIAM E. BLYLER, ESQ., who is personally known to me to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same of his own free and voluntary act and deed for the uses and purposes set forth and expressed therein.

WITNESS my hand and official seal the day and year first above written.

Michael R. LeMaire
NOTARY PUBLIC

