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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4001
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200 FAX #: (954) 766-7800

NAME: CYTOLOGY HOLDINGS, INC.
AUDIT NUMBER.....H97000004137
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ARTICLES OF INCORPORATION

OF

CYTOLOGY HOLDINGS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: CYTOLOGY HOLDINGS, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1865 University Drive, Coral Springs, Florida 33071.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

MARA K. LERNER, ESQ. FL BAR # 0065463
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200

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ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time the maximum number of five million (5,000,000) shares of Common Stock having a par value of \$.001 per share and one million (1,000,000) shares of Preferred Stock, no par value.

Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents
c/o Atlas, Pearlman, Trop & Borkson, P.A.
200 E. Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

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**ARTICLE VIII
INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation is:

Allan Kruger
c/o Atlas, Pearlman, Trop & Borkson, P.A.
200 E Las Olas Blvd., Suite 1900
Ft. Lauderdale, FL 33301

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his or her successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Charles B. Pearlman.

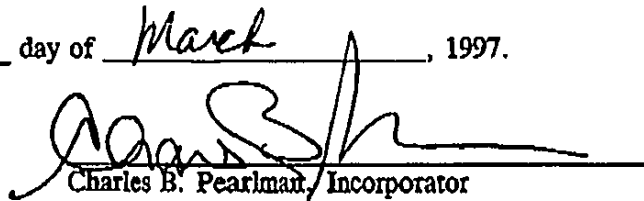
**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 11 day of March, 1997.


Charles B. Pearlman, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

CYTOLOGY HOLDINGS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1865 University Drive, Coral Springs, Florida 33071 has named South Florida Registered Agents, Inc. whose address is c/o 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
a Florida corporation

By: Beverly F. Bryan
Beverly F. Bryan, President

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