

P97000024829  
LAW OFFICES  
GOLDBERG, YOUNG & GRAVENHORST, P.A.

1630 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33805

PAUL YOUNG  
LAWRENCE H. GOLDBERG  
PAUL S. GRAVENHORST  
JONATHAN S. MARCUS  
MARVIN A. KIRSNER  
STEPHEN N. LIPTON

TELEPHONE (954) 564-8000  
MIAMI (305) 944-0309  
TELECOPIER (954) 564-0018

MAILING ADDRESS  
POST OFFICE BOX 23800  
FORT LAUDERDALE, FLORIDA 33307

BOCA RATON OFFICE  
THE PLAZA - SUITE 303  
5355 TOWN CENTER ROAD  
BOCA RATON, FL 33486  
(561) 395-1449

KIMBERLY L. BARBAR  
SUSAN K. CONNOR  
DANIEL A. JACOBSON  
EDWARD J. O'SHEEHAN  
SUZANNE W. SCHWARTZ  
MARILYN K. SUMMITT  
FRANK A. UTSET

NORTH PALM BEACH OFFICE  
SQUIRES BUILDING - SUITE 113  
721 U.S. HIGHWAY ONE  
NORTH PALM BEACH, FL 33408  
(561) 842-1986

February 21, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100002113411--8  
-03/14/97--01025--014  
\*\*\*122.50 \*\*\*122.50

RE: Functional Diagnostics, Inc.


Dear Sir or Madam:

Enclosed for filing, please find Articles of Incorporation of Functional Diagnostics, Inc. Also enclosed is a check in the amount of \$122.50, in payment of the filing fee.

Please date stamp the enclosed copy of the Articles and return them to me in the envelope provided.

Should you have any questions, do not hesitate to contact me. Thank you.

Very truly yours,

  
SUZANNE W. SCHWARTZ, ESQ.  
For the Firm

MAR 19 BSB

SWS/ne

Enclosures

letter/corp.sof/functional diag.

FILED  
97 MAR 14 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

97 MAR 14 PM 2:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FUNCTIONAL DIAGNOSTICS, INC.

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is Functional Diagnostics, Inc. (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 10,000 shares, no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be 591 NW 108th Avenue, Plantation, Florida 33324, and its mailing address shall be the same.

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is Brian M. Mevorah, 591 NW 108th Avenue, Plantation, Florida 33324.

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian M. Mevorah President/Secretary/ Treasurer/Director	591 NW 108th Ave. Plantation, FL 33324

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

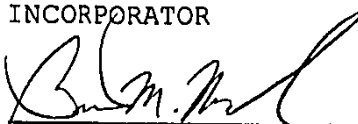
ARTICLE IX

The name and address of the Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian M. Mevorah	591 NW 108th Ave. Plantation, FL 33324

IN WITNESS WHEREOF, I have hereunto set my hand this 17  
day of February, 1997.

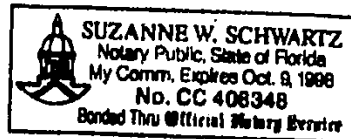
INCORPORATOR

  
\_\_\_\_\_  
Brian M. Mevorah

STATE OF FLORIDA :  
 : SS  
COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this  
17th day of February, 1997 by Brian M. Mevorah, who is personally  
known to me.

  
Notary Public



FILED

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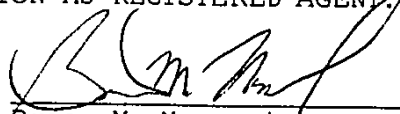
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 607.0501, 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 Functional Diagnostics, Inc.
2. The name and address of the registered agent and office is Brian M. Mevorah, 591 NW 108th Ave., Plantation, FL 33324.

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

  
\_\_\_\_\_  
Brian M. Mevorah

Dated: 2-17-97