

RALPH ROCHETEAU & ASSOC., P.A.

Attorney at Law

c/o Technipoint • 5757 N.W. 11th Street, Suite 160 • Miami, Florida 33126
Tel. (305) 261-3947 • Fax (305) 262-8078

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March 18, 1997

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

400002119164--4
-03/20/97--01076--002
*****78.75 *****78.75

Re: PHOTON MEDICAL DIAGNOSTICS, INC.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation, including the Consent to Act as Registered Agent for a new corporation to be known as, PHOTON MEDICAL DIAGNOSTICS, INC.; and a check for seventy eight dollars and seventy five cents (\$78.75) for filing fee and certificate.

Please stamp a copy of the Articles of Incorporation, and return it to us.

Please do not hesitate to call me (collect) if there are any problems, or if you have any questions or requests.

Thank you.

Very truly yours,

Ralph Rocheteau

Ralph Rocheteau

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and/or G&G
wp/l/ra

MAR 25 1997

**ARTICLES OF INCORPORATION
OF
PHOTON MEDICAL DIAGNOSTICS, INC.**

THE UNDERSIGNED, has executed the following document as incorporator of above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be:

PHOTON MEDICAL DIAGNOSTICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II.

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III.

The general nature of the business and objects and purposes proposed to be

**ARTICLES OF INCORPORATION OF
PHOTON MEDICAL DIAGNOSTICS, INC.**

transacted and carried on by this corporation are to do any and all of the things therein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest herein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees as provided by the laws of the State of Florida.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold,

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vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governments district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

**ARTICLES OF INCORPORATION OF
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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have an exercise all powers necessary and convenient to effect its purposes;

To identify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to

**ARTICLES OF INCORPORATION OF
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issue is the total sum one hundred thousand (100,000) shares, having an individual per value of one dollar (\$1.00) per share.

Unless other wise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Ralph Rocheteau, Esquire
5757 N.W. 11th Street, Suite 160
Miami, Florida 33126-2035

I HEREBY CONSENT to act as Registered Agent for the above referenced Corporation, I also certify that I am familiar with the requirements of Florida laws as they relate to the duty of registered agents, and I meet all of the lawful requirements for serving as Registered Agent for service of process.

ARTICLE VI

The initial Board of Directors shall consist of a total of 2 person(s) and the name

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and address of the person(s) who is to serve as an initial director(s) is:

Sergio F. Cabrera
9300 Haitian Drive
Miami, Florida 33189

Dr. Gabriel Spoliansky
1722 Vestal Drive
Coral Springs, Florida 33071

ARTICLE VII

The address of the principal office of this corporation is:

9300 Haitian Drive
Miami, Florida 33189

ARTICLE VIII

The name and address of the incorporator executing these Articles of
Incorporation is:

Ralph Rocheteau
5757 N.W. 11th Street, Suite
Miami, Florida 33126-2035

IN WITNESS WHEREOF, the undersigned incorporator has executed these
articles of incorporation this 12th day of March, 1997.



Ralph Rocheteau

ARTICLES OF INCORPORATION OF
PHOTON MEDICAL DIAGNOSTICS, INC.

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set fourth above, personally appeared RALPH ROCHETEAU known to me and know by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 12th day of March, 1997.

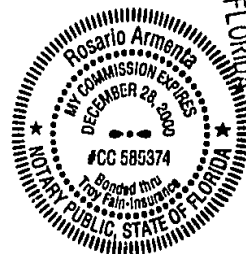
Rosario Armenta

Rosario Armenta

Notary Public, State of Florida
at Large

My commission expires:

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97 MAR 20 AM 9:22
STATE OF FLORIDA
TALLAHASSEE