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ARTICLES OF INCORPORATION

OF

J.M. DIAGNOSTICS INC.



I, Gerardo Manzano the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME



The name of the corporation shall be:

J.M DIAGNOSTIS, INC.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporation may be incorporated under Chapter 607, Florida Statues.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 500 shares of common stock having a par value of \$1.00 par share. The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE_IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law. The Corporation shall commence its existence as of MAY 30, 1997 the date of subscription and acknowledgment of these Articles, pursuant to Section 607.167 (1), Florida Statutes.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida shall be:

8450 S.W. 83 st. MIAMI, FLORIDA 33143

The name of the initial registered agent of this Corporation at that address shall be:

GERARDO MANZANO

ARTICLE VI

ADDRESS OF PRINCIPAL BUSINESS OFFICE

The initial street address of the principal business office of the Corporation in the State of Florida shall be:

8450 S.W. 83 ST. MIAMI, FLORIDA 33143

The Board of Directors may from time to time move the principal business office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall be managed by the Board of Directors, which shall have 1 director initially. The number of directors may increase or decrease by the stockholders from time to time as provided in the by-laws of the Corporation.

ARTICLE VIII

DIRECTORS NAME AND STREET ADDRESS

The name(s) and address(s) of the member(s) of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME

STREET ADDRESS

GERARDO MANZANO

8450 S.W 83 ST. MIAMI, FLORIDA 33143

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

GERARDO MANZANO 8450 S.W 83 ST. MIAMI, FLORIDA 33143

ARTICLE X

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation.

- 1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
- 2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable condition by way of security upon the issued of new certificates therefor.
- 3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adapt by-laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the same, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however shall the bylaws which may the powers or right of the Corporation provided by law and by these Articles of Incorporation.
- 4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.
- 5. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.
- 6. Shareholders shall not have a preemptive right to purchase or subscribe for any stock of any class that the Corporation may issue or sell (or any corporate obligations convertible into any such stock), whether such issuance is in consideration for services rendered, cash or other property.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida for uses and purposes aforesaid, this 1 day of APRIL, 1997.

Lisardo Manzano

STATE OF FLORIDA) : ss COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared GERARDO MANZANO, who is well known to be the person who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Florida this 1, day of APRIL, 1997.

NOTARY PUBLIC

My Commission Expires:

F CORTES

COMMISSION # CC 511226

EXPIRES JAN 09, 2000

BONDED THRU

ATLANTIC BONDING CO., INC.

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

GERARDO MANZANO

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, GERARDO MANZANO, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 8450 S.W.83 ST. MIAMI, FLORIDA. 33143 has named GERARDO MANZANO, located thereat, as its registered agent to accept to service of process within this State.

GERARDO MANZANO

Having been named as registered agent to accept services of process for the above-stated corporation, at the location designed herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

GERARDO MANZAÑO

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