LAW OFFICES
JAY B. VERONA, P.A.
5959 CENTRAL AVENUE
SUITE 201
ST. PETERSBURG, FLORIDA 33710

JAY B. VERONA

DAVID B. McEWEN
OF COUNSEL

POST OFFICE BOX 41750
ST. PETERSBURG, FLORIDA 33743-1750

PHONE: (813) 347-7000
FAX: (813) 347-7997

P97000053493

June [illegible], 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: PHYSICIAN CLINICAL LABORATORIES, INC.

400002217564--6
-06/19/97--01111--002
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of $122.50 to cover the following costs:

Articles Filing Fee	$ 35.00
Registered Agent	35.00
Certified Copy	52.50
TOTAL	$122.50

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97 JUN 16 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,
JAY B. VERONA, P.A.

Jay B. Verona
JBV:sb
Enclosures
cc: Raghu Desai

Sherry GAVE AUTHORIZATION BY PHONE TO Check Clear Access
CORRECT
DATE June 17, 1997
DOC. EXAM D. Calloway

D. Calloway 6/17/97

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this corporation is **PHYSICIAN CLINICAL LABORATORIES, INC.**

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue 7500 shares, all of one class, at $1.00 par value.

5. **PRINCIPAL OFFICE:** The principal office of this corporation shall be 5959 Central Ave., Suite 201, St. Petersburg, FL 33710.

6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this corporation's initial registered office, and the name of its initial registered agent at that office shall be as follows:

JAY B. VERONA, P.A.
5959 Central Avenue, Suite 201
St. Petersburg, Florida 33710

7. **INITIAL BOARD OF DIRECTORS:** This corporation shall have two (2) Directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial Directors of this corporation are:

SHANTI PATEL 4760 NATHAN WEST.
STERLING HEIGHTS, MI. 48310.

SURYAKANT SHAH 30, HOLYOAKE CRESENT
REXDALE ONTARIO CANADA M9W 6H1

8. **INCORPORATOR:** The names and addresses of the initial

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Incorporators signing these Articles of Incorporation are:

SHANTI PATEL — 4760 NATHAN WEST STERLING HEIGHTS, MI. 48310.

SURYAKANT SHAH — 30, HOLY ROSE CRESENT REXDALE, ONTARIO M9W 6H1 CANADA

9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Shareholders.

10. **INDEMNIFICATION:** The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. **INFORMAL ACTION OF DIRECTORS:** If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

13. **PREEMPTIVE RIGHTS:** This corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this _____ day of _____, 1997.

SHANTI PATEL
Incorporator

Suryakant. Shah
SURYAKANT SHAH
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of MAY, 1997 by **SHANTI PATEL**, who is personally known to me or has produced _____

(type of identification) as identification, and did (did not) take an oath.

Judith L Dries
Notary Public - signature

JUDITH L. DRIES
Notary's name - type or print

Commission/Serial Number

9/11/98
My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

JUDITH L DRIES
NOTARY PUBLIC STATE OF MICHIGAN
MACOMB COUNTY
MY COMMISSION EXP. SEPT 1,1998

The foregoing Articles of Incorporation were acknowledged before me this _____ day of _____, 1997 by SURYAKANT SHAH who is personally known to me or has produced _____ (type of identification) as identification, and did (did not) take an oath.

Michael Kaschuk
Notary Public - signature

MICHAEL KASCHUK, Notary Public.
Municipality of Metropolitan Toronto, Or
limited to the attestation of instruments
and the taking of affadavits.
Expires June 30, 1999.

Notary's name - type or print

Commission/Serial Number

My Commission Expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for **PHYSICIAN CLINICAL LABORATORIES, INC.**, at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

JAY B. VERONA, P.A.

By: Jay Verona
Jay B. Verona
As: President

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97 JUN 16 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13th day of June, 1997 by Jay B. Verona, as President of **JAY B. VERONA, P.A.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ (type of identification) as identification, and did (did not) take an oath.

OFFICIAL NOTARY SEAL
SHERRY [illegible]
NOTARY [illegible] FLORIDA
[illegible] 1774
MY COMMISSION EXP. OCT. 25,1998

_____
Notary Public - signature

_____
Notary's name - type or print

_____
Commission/Serial Number

_____
My Commission Expires: