

9/11/97

P 970000 78967

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:37 PM

((H97000015054 4))

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770
NAME: SUNFLOWER DISGNOSTICS, INC.
AUDIT NUMBER.....H97000015054
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50
NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:08:33

5

FILED
97 SEP 11 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHEN
SEP 12 1997

F. CHEN
AUG 12 1997

4497000015064

ARTICLES OF INCORPORATION
OF
SUNFLOWER DIAGNOSTICS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be SUNFLOWER DIAGNOSTICS, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 share of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1455 S.W. 27th Avenue, Suite 101, Miami, Florida 33145 and the name of the initial Registered Agent for the corporation at the address is MARIBEL TASIS.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

Jorge L. Cueto FBN 936405
1990 SW 27 Ave
Miami FL 33145
(305) 649-8144

4497000015064

447000015054

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

1. MARIBEL TASIS
1455 S.W. 27th Avenue
Suite 101
Miami, FL 33145

The Officers for this corporation shall consist of:

- | | |
|---|---|
| 1. MARIBEL TASIS
1455 S.W. 27th Avenue
Suite 101
Miami, FL 33145 | President/Vice Present
Secretary/Treasurer |
|---|---|

447000015054

447000015054

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

MARIBEL TESIS
1455 S.W. 27th Avenue
Suite 101
Miami, FL 33145

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this 10 day of September, 19 97

Incorporator:


MARIBEL TESIS

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before
me this 10 day of September, 19 97, by
Maribel Tesis, who is personally
known or produced as identification.


Notary Public

Eda D. Guevara
Printed Name

My Commission Expires:



EDA DIANA GUEVARA
My Commission Expires Feb. 15, 2000

447000015054

447000015054

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. SUNSHINE DIAGNOSTICS, INC. A corporation organizing under the laws of the State of Florida, with its principal office located at 1455 S.W. 27th Avenue, Suite 101, Miami, Florida 33145, has named MARIBEL TESIS, whose address is 1455 S.W. 27th Avenue, Suite 101, Miami, Florida, as its Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


MARIBEL TESIS

FILED
97 SEP 11 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF: Florida
COUNTY OF: Dade

BEFORE ME, the undersigned authority, this day personally appeared Maribel Tesis, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 10 day of September, 19 97.


Notary Public

My Commission Expires: (Seal)



EDGA DIANA GUEVARA
My Commission 00822062
Expires Feb. 18, 2000

447000015054