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RETIRED

September 17, 1997

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

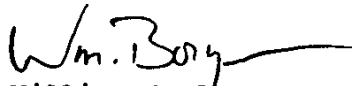
Re: ARTERIAL ANALYSIS, P.A.

Dear Sir or Madam:

Enclosed are two executed originals of the Articles of Incorporation and Designation and Acceptance of Registered Agent for the above named proposed Florida professional corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy of the documentation.

Thank you for your assistance in this matter.

Sincerely,



William C. Borgersen, Esquire

WCB/ns
Enclosures:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 9/22/97

ARTICLES OF INCORPORATION
OF
PROFESSIONAL SERVICE CORPORATION UNDER F.S. 621

ARTICLE I. CORPORATE NAME AND PURPOSE.

The name of this professional service corporation is ARTERIAL ANALYSIS, P.A., and its purpose is to provide professional arterial analysis services to medical services providers.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this professional service corporation are 2530 West Bay Drive, Largo, Florida 33770.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) with a par value of one dollar each.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are William C. Borgersen, Esquire, 2530 West Bay Drive, Largo, Florida 33770.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation are William C. Borgersen, Esquire, 2530 West Bay Drive, Largo, Florida 33770.

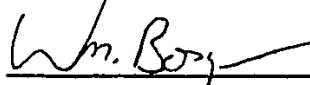
ARTICLE VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The directors and officers of this professional corporation shall be indemnified in the event of malpractice proceeding against the corporation. However, this indemnification clause would in no way relieve the individual officer involved of any obligation resulting from his own professional negligence, wrongdoing or misconduct for which he is made personally liable and accountable by F.S. section 621.07.

ARTICLE VII. AMENDMENT OF ARTICLES OF INCORPORATION.

These articles shall be modified, amended or repealed only by a super majority vote of the stockholders in favor of the amendment.

The undersigned has executed these articles of incorporation on September 16, 1997.



William C. Borgersen, Esquire
Incorporator

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TALLAHASSEE, FLORIDA

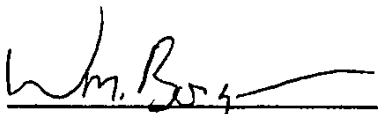
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 621.05, the undersigned professional service 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 ARTERIAL ANALYSIS, P.A.
2. The name of the registered agent is William C. Borgersen, Esquire.
3. The address of the registered agent/registered office is 2530 West Bay Drive, Largo, Florida 33770.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above professional service corporation, 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.


William C. Borgersen, Esquire

Date: September 16, 1997

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TALLAHASSEE, FLORIDA