

P97000085939

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900016364239

04/21/03--01036--005 **35.00

FILED

03 APR 21 PM 3:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

T BROWN APR 24 2003

FRIEDMAN, ROSENWASSER & GOLDBAUM

A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
THE PLAZA • SUITE 801
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 395-5511

TELEFAX (561) 368-9274

April 18, 2003

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

RE: AMENDED AND RESTATED ARTICLES OF INCORPORATION
CLINICAL DIAGNOSTIC SOLUTIONS, INC.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Amended and Restated Articles of Incorporation of Clinical Diagnostic Solutions, Inc., along with our check in the amount of \$35.00 to cover the filing fee.

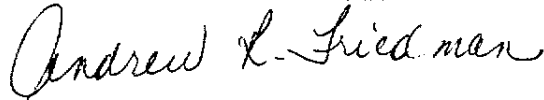
Please return one filed copy to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,
Friedman, Rosenwasser & Goldbaum, P.A.

By:

ANDREW R. FRIEDMAN



ARF
Encl.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

CLINICAL DIAGNOSTIC SOLUTIONS, INC.

FILED
03 APR 21 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Clinical Diagnostic Solutions, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act, who filed its original Articles of Incorporation on October 2, 1997, and Articles of Amendment thereto on October 19, 1998

DOES HEREBY CERTIFY:

That the Board of Directors and Stockholders of Clinical Diagnostic Solutions, Inc., by unanimous vote of its members and stockholders, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, duly adopted resolutions setting forth a proposed amendment to the Articles of Incorporation of said Corporation and setting forth a proposed restatement of the Articles of Incorporation of said Corporation pursuant to Section 607.1003 of the Florida Business Corporation Act, declaring said amendment and restatement of the Articles of Incorporation to be advisable. The resolution setting forth the proposed amendment and restatement of the Articles of Incorporation is as follows:

RESOLVED, that the Articles of Incorporation of this Corporation be amended and restated so that, as amended, the Articles of Incorporation of this Corporation shall be and read, in its entirety, as follows:

ARTICLE I

The name of the corporation shall be:

CLINICAL DIAGNOSTIC SOLUTIONS, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 10,000,000 shares common stock, no par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The

payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE V

The principal office of the corporation shall be at: 1660 NW 65th Avenue, Suite 2, Plantation, Florida 33313. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries.

ARTICLE VI

The affairs of the Corporation shall be managed by its board of directors. The board of directors shall have all powers necessary or appropriate for the administration of the affairs of the Corporation and may perform all acts in furtherance thereof as are not forbidden to the directors by law, these Articles of Incorporation, or the bylaws.

The manner of election or appointment of directors shall be provided in the bylaws. Election of directors need not be by written ballot unless the bylaws so provide. The number of directors shall be set in the manner provided in the bylaws, but in no event shall there be fewer than three (3) directors.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act, as the same exists or may hereafter be amended. No amendment or repeal of this paragraph, nor the adoption of any provision of these Articles of Incorporation inconsistent with this paragraph, shall eliminate or reduce the effect of this paragraph on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission on the part of such director, occurring prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX

The private property, whether real or personal, of directors and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

IN WITNESS WHEREOF, said Clinical Diagnostic Solutions, Inc. has caused this Amended and Restated Articles of Incorporation to be signed by Andrew C. Swanson, its President, and Secretary, this 1 day of April, 2003.

CLINICAL DIAGNOSTIC SOLUTIONS, INC.

By: 

Andrew C. Swanson
President and Secretary