

P970000 89414



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 567424 82400A

AUTHORIZATION :

COST LIMIT : \$ 122,500 *Petucio T. Piz*

ORDER DATE : October 16, 1997

ORDER TIME : 12:50 PM

ORDER NO. : 567424-005

CUSTOMER NO: 82400A

900002322299--6

CUSTOMER: Linda A. Newsom, Legat Asst
MORGAN OLSEN & OLSEN

Suite 200
315 N.e. Third Avenue
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: T.C. DIAGNOSTICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: _____

FILED
97 OCT 16 AM 8:32
RECEIVED
97 OCT 16 PM 2:44
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

SN OCT 17 1997

ARTICLES OF INCORPORATION
OF
T. C. DIAGNOSTICS, INC.

FILED
97 OCT 16 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is T. C. DIAGNOSTICS, INC., whose address 501 South Lincoln Avenue, Suite 23, Clearwater, Florida 33756.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 315 Northeast 3 Avenue, Suite 200, Ft. Lauderdale, FL 33301 and the name of the initial registered agent of this corporation is WALTER L. MORGAN.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

CAROLE ARNOLDY
501 South Lincoln Avenue, Suite 23
Clearwater, FL 33756

TOMASO MALCOMBE
501 South Lincoln Avenue, Suite 23
Clearwater, FL 33756

DONNA BONNEAU
501 South Lincoln Avenue, Suite 23
Clearwater, FL 33756

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles is:

WALTER L. MORGAN
315 Northeast 3 Avenue, Suite 200
Ft. Lauderdale, FL 33301

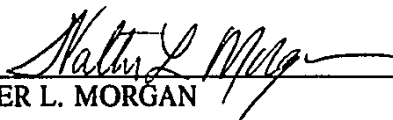
ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X: AMENDMENT

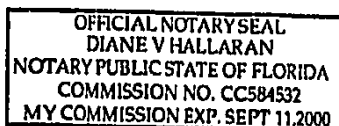
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

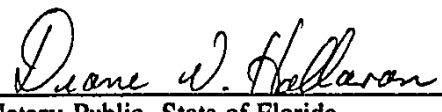
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of October, 1997.


WALTER L. MORGAN

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16 day of October, 1997 by WALTER L. MORGAN, who (✓) is personally known to me or who () has produced _____ as identification and who did/did not take an oath.




Notary Public, State of Florida
Print name:
My Commission Expires:

REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT, T. C. DIAGNOSTICS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Clearwater, State of Florida, has named Walter L. Morgan as its agent to accept service of process within the State of Florida.


WALTER L. MORGAN

Title: President

Date: October 15, 1997

FILED
97 OCT 16 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. The undersigned is familiar with and accepts the obligations of this position.


WALTER L. MORGAN

Registered Agent

Date: October 15, 1997