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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 AM 9:25

March 4, 1998

VIA FEDERAL EXPRESS OVERNIGHT MAIL

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*****122.50 *****122.50

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: Fidelity Laboratories, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation ("Articles") and Certificate of Registered Agent and Registered Office ("Certificate") for Fidelity Laboratories, Inc. Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 for payment of the following:

1. Certificate of Incorporation filing fee	\$35.00
2. Certified copy of the Certificate of Incorporation	52.50
3. Registered Agent's fee	<u>35.00</u>
Total	<u>\$122.50</u>

After filing, please return a certified copy of the Articles and Certificate to us in the enclosed addressed return stamped envelope as soon as possible.

7777 Glades Road
Boca Raton, Florida 33434
(561) 483-7000
Telecopy (561) 483-7321

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
Telecopy (305) 373-9443

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3039

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 681-6810
Telecopy (904) 681-9792

390 North Orange Avenue
Orlando, Florida 32801
(407) 839-4200
Telecopy (407) 425-8377


The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(561) 832-3300
Telecopy (561) 655-1109

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March 4, 1998
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Please do not hesitate to contact me should you have any questions or comments.

Sincerely yours,


JUDITH BERNERO
Paralegal

e-mail<judyp@broadandcassel.com>
JB/

w/encls.

cc: Zeev Helfer
Gabriel L. Imperato, P.A.
Steve L. Wasserstein, Esq.

BROAD and CASSEL

ARTICLES OF INCORPORATION
OF
FIDELITY LABORATORIES, INC.

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The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be Fidelity Laboratories, Inc.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at one time are one hundred (100) shares of common stock with \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 1020 N.W. 110 Lane, Coral Springs, Florida 33071.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Zeev Helfer
1020 N.W. 110th Lane
Coral Springs, Florida 33071

ARTICLE VII

INCORPORATOR

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

Zeev Helfer
1020 N.W. 110th Lane
Coral Springs, Florida 33071

ARTICLE VIII

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of March, 1998.



ZEEV HELFER, INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 2nd day of March, 1998, by Zeev Helfer, as Incorporator of Fidelity Laboratories, Inc., who is personally known to me or who has

produced Florida Driver License as identification and who did (did not) take an oath.

Stanley Zamor
SIGNATURE OF NOTARY

Stanley Zamor
NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION # CC 671693
EXPIRES AUG 13, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.
COMMISSION EXPIRES

NOTARY PUBLIC
STATE OF FLORIDA
STANLEY ZAMOR
COMMISSION # CC 671693
EXPIRES AUG 13, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

FILED
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Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.


1. The name of the corporation is: **Fidelity Laboratories, Inc.**
2. The name and address of the registered agent and office is:

Zeev Helfer
1020 N.W. 110th Lane
Coral Springs, Florida 33071


ZEEV HELFER, INCORPORATOR

Dated this 2nd day of March, 1998.

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, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE
CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


ZEEV HELFER

Dated this 2nd day of March, 1998.