

P98000038743

**Division of Corporation**  
P.O. Box 6327  
Tallahassee, FL 32314

April 24, 1998

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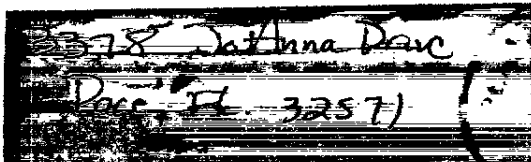
To Whom It May Concern,

Enclosed are the articles of incorporation for USA Diagnostics of Mississippi, Inc., and a check for filing. Please return a copy of the articles after they have been filed.

Thank you very much for your time and cooperation on the above.

Sincerely,

Michael A. Emmert



D. BROWN APR 29 1998

ARTICLES OF INCORPORATION  
OF  
U.S.A. DIAGNOSTICS OF MISSISSIPPI, INC.

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is U.S.A. Diagnostics of Mississippi, Inc.

ARTICLE II. DURATION

This corporation shall have a perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE VI. INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND  
AGENT

The street address of the initial registered office and

principal office of this corporation is 3378 JoAnna Drive, Pace, FL 32571, and the name of the initial registered agent of this corporation at that address is Michael A. Emmert.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and street address of the initial Director who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until the first annual meeting of shareholders or his successors are elected and have qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alexander L. Cover	2104 Copley Dr. Pensacola, FL 32503
Michael A. Emmert	3378 JoAnna Dr. Pace, FL 32571
Nate S. Hollander	4691 N. University Dr. Suite 310 Coral Springs, FL 33067

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael A. Emmert	3378 JoAnna Dr. Pace, FL 32571

ARTICLE IX. AMENDMENT OF  
ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned, has executed these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, and does make and file these Articles and does certify that the facts contained herein are true.

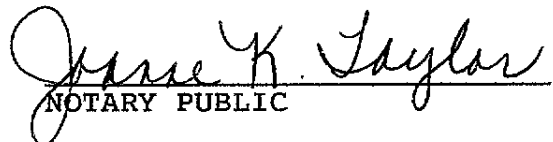
  
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STATE OF FLORIDA

COUNTY OF FLORIDA

Before me, the undersigned Notary Public in and for said State and County, appeared Michael A. Emmert the subscribing incorporator to the foregoing Articles of Incorporation, to me well known, and known by me to have executed the foregoing Articles of Incorporation and acknowledged and declared that he did make, execute, subscribe, and acknowledge the foregoing Articles of Incorporation as its voluntary act and deed for the purpose of forming a corporate body, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Articles of Incorporation and that the facts set forth therein are true and correct and who produced known as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 24 day of April, 1998 in the State and County aforesaid.

  
NOTARY PUBLIC

My Commission Expires:



JOANNE K. TAYLOR  
COMMISSION # CC 724801  
EXPIRES MAR 22, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That U.S.A. Diagnostics of Mississippi, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Pace, State of Florida, has named Michael A. Emmert, County of Santa Rosa, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:   
Michael A. Emmert  
Resident Agent