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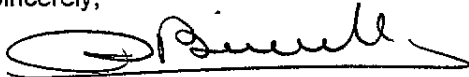
10009
Carlos Badilla
10008 W. Flagler Street, # 175
Miami, Florida 33174
March 29, 1998

SUBJECT: Articles of Incorporation of DADE HOLDINGS, INC.

Please find two copies of the above mentioned Articles of Incorporation, an original and a copy.
Also find a Money Order for (\$122.50) one hundred twenty-two dollars and fifty cents. Please
send the Certificate of Incorporation to me at the above address.

Thanking you in advance

Sincerely,



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****122.50 ****122.50

APPROVED
AND
FILED
98 JUN -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 11 1998

198-8494



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1998

CARLOS BADILLA
10008 W. FLAGLER STREET, #175
MIAMI, FL 33174

SUBJECT: DADE HOLDINGS, INC.
Ref. Number: W98000008494

We have received your document for DADE HOLDINGS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 398A00020255

ARTICLES OF INCORPORATION
OF
DADE MEDICAL HOLDINGS, INC.

APPROVED
AND
FILED
98 JUN -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

1. NAME AND ADDRESS. The name of the corporation is DADE MEDICAL HOLDINGS, INC., and the address is 10008 W. Flagler Street, #175, Miami, Florida 33174.

2. TERM. This corporation shall exist perpetually.

3. PURPOSE. The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes.

4. CAPITAL STOCK. This corporation is authorized to issue 100 shares of common stock of a par value of \$1.00 a share.

5. DIRECTORS. This corporation shall have one director(s) initially. The number shall be fixed by the bylaws and may be changed from time to time.


6. INITIAL DIRECTORS. The name(s) and street address(es) of the person(s) who shall serve as director(s) until the first annual meeting of the stockholders or until their successor(s) are elected and qualify is as follows:

Carlos Badilla, 10008 W. Flagler Street, #175, Miami, Florida.

7. REGISTERED AGENT. The initial registered agent for this corporation is Carlos Badilla, and the initial registered office is located at 10008 W. Flagler Street, #175, Miami, Florida 33174.

8. INCORPORATOR. The name and street address of the incorporator is Carlos Badilla, 10008 W. Flagler Street, #175, Miami, Florida 33174. The powers of the incorporator are to terminate upon filing of the articles of incorporation.

DATED this 8th day of JUNE, 19 98


Incorporator

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


In compliance with section 607.325, Florida Statutes, the following is submitted:

FIRST: That DADE MEDICAL HOLDINGS, INC., desiring to organize or qualify under the laws of the State of Florida, with its place of business in the city of Miami, State of Florida, has named Carlos Badilla, located at 10008 W. Flagler Street, #175, Miami, Florida 33174, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

HAVING BEEN NAMED to accept service of process for the above named corporation at the place designated in this certificate, I DO 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 section 607.325 Florida Statutes.

DATED this 8th day of June, 1998.



Carlos Badilla

STATE OF FLORIDA

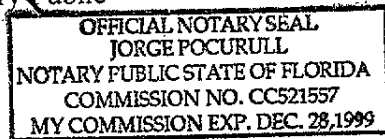
COUNTY OF DADE

This is to certify that, before me, a Notary Public, personally appeared Carlos Badilla, who I am satisfied is the person named as incorporator and executor of the foregoing Articles of incorporation, and who, by his signature in my presence, has acknowledged the same as his voluntary act.

In testimony Thereof, I have hereunto set my hand and affixed my official seal.

DATED this 8th day of JUNE, 19 98


Notary Public



APPROVED
AND
FILED

98 JUN -9 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA