

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 29 AM 11:25

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Vero Beach Diagnostics
Inc.

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DIVISION OF CORPORATION

Signature _____

Requested by: LS

Name _____

Date 6/29/98

Time 9:56

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RP
06-29-98

**ARTICLES OF INCORPORATION
OF**

VERO BEACH DIAGNOSTICS, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

VERO BEACH DIAGNOSTICS, INC.

The principal place of business of this corporation shall be 2208 - 8th Avenue, Vero Beach, Florida 32960, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall be formed for the specific purpose of providing medical and diagnostic services and may engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2208 - 8th Avenue, Vero Beach, Florida 32960, and the name of the initial registered agent of the corporation at that address is **CURTIS DALILI, M.D.**

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholders so elect and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have three (3) officers and three (3) directors, initially. The names and street address of the initial officers and directors who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

CHARLES F. RATTRAY, M.D. - Director/President
TIMOTHY J. BEAN - Director/Secretary/Treasurer
CURTIS DALILI, M.D. - Director/Vice President
2208 - 8th Avenue
Vero Beach, Florida 32960

No amendment to these articles shall be required in the event the shareholders wish to increase or decrease the number of directors. However, the number may never exceed seven (7) directors.

ARTICLE IX. INCORPORATOR

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

BLOCK & TAYLOR
2127 - 10th Avenue
Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26th day of June, 1998.

BLOCK & TAYLOR

By:

JAMES A. TAYLOR, III

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

CURTIS DALILI, M.D., whose address is as follows: 2208 - 8th Avenue, Vero Beach, Florida 32960, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Curtis Dalili
CURTIS DALILI, M.D.

Date: June 26, 1998