



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 23, 1998

AMADOR ACCOUNTING & TAX SERVICES
5396 W #16A
HIALEAH, FL 33012

SUBJECT: CARDIOPULMONARY DIAGNOSTICS, CORP.
Ref. Number: W98000014342

FILED
98 JUL 10 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CARDIOPULMONARY DIAGNOSTICS, CORP. 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.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 698A00034434

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
CARDIOPULMONARY DIAGNOSTICS SPECIALTIES CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is CARDIOPULMONARY
DIAGNOSTICS SPECIALTIES, CORP. and the mailing address is
11117 W. OKECHOBEE RD STE 208, HIALEAH GARDENS, FL 33018

ARTICLE II
NATURE OF BUSINESS

This Corporation is being formed for the following
purposes: Pulmonary Function, Testing, Oximetries, Sales and
Service of Medical Devices.

To conduct any and all business activities permitted
by the laws of the State of Florida.

To generally have and exercise all powers, rights and
privileges necessary, suitable, convenient of proper for the
accomplishment of any of the purpose or the attainment of any
or all of the objects hereinbefore enumerated or incidental to
the purposes and power herein named for the enhancements of the
value of the property of the corporation or which at any time
appear conducive there to or expedient.

ARTICLES III
TERMS OF EXISTENCE

This corporation shall have perpetual existence unless
sooner dissolved in accordance with the laws of the State of
Florida. The date in which corporate existence shall begin is the
date on which these articles of Incorporation are filed with the
Secretary of State Of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1000 Shares of \$1.00 per value common stock, which shall be designated "Common Shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered officer of Corporation is 13020 S.W. 51 ST, Miramar, FL. 33027 and the name of the initial registered agent of this Corporation is JOSE CASTELLANOS

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have FOUR (4) Directors initially. The number of directors may be either increased or diminished from time to time By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors(s) of this Corporation are:

JOSE CASTELLANOS	13020 S.W. 51 STREET MIRAMAR, FL 33027
MARIA CASTELLANOS	13020 S.W. 51 STREET MIRAMAR, FL 33027
AARON CASTELLANOS	13020 S.W. 51 STREET MIRAMAR , FL 33027
ERIC CASTELLANOS	13020 S.W. 51 STREET MIRAMAR, FL 33027

ARTICLES VII

OFFICERS

The officers of the corporation shall be as followed:

JOSE CASTELLANOS	PRESIDENT	50 % SHARES
MARIA CASTELLANOS	VICE-PRESIDENT	20 % SHARES
AARON CASTELLANOS	SECRETARY	15 % SHARES
ERIC CASTELLANOS	TREASURE	15 % SHARES

ARTICLES VIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all the Corporate Powers enumerated in the Florida General Corporation Act.

ARTICLE X

DIVIDENDS

Dividends Payable in shares of any class may be paid to holders of shares of any other class.

ARTICLE XI

INDEMNIFICATION

This Corporation Shall Indemnify any and all of its Directors, officers, Employees or agents or former Directors, officers, employees or agents or any persons who may have served at its request as a Director, officers, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not limited to, the expenses, including the cost of any judgements, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as therein provided. the foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

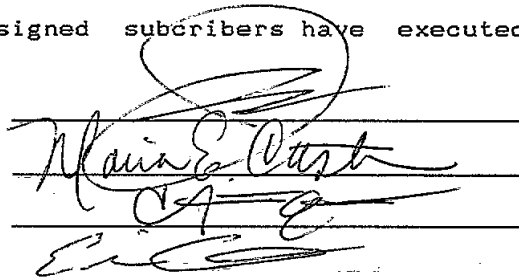
ARTICLE XII
INCORPORATION

The name and addresses of the persons signing these Articles are:

JOSE CASTELLANOS	13020 SW 51 STREET MIRAMAR, FL 33027
MARIA CASTELLANOS	13020 SW 51 STREET MIRAMAR, FL 33027
AARON CASTELLANOS	13020 SW 51 STREET MIRAMAR, FL 33027
ERIC CASTELLANOS	13020 SW. 51 STREET MIRAMAR, FL 33027

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation.

Dated: June 06/98



ACKNOWLEDGEMENT

STATE OF FLORIDA)
SS.
COUNTY OF DADE)

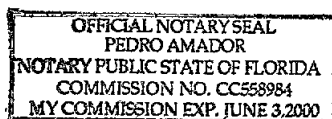
BEFORE Me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MR. JOSE CASTELLANOS known to me and known by me be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set hand and affixed my official seal, in the State of County aforesaid, this 06 day of June, A.D., 1998.



Notary Public

My commission expires:



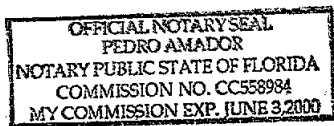
CERTIFICATE DESIGNATING REGISTERD AGENT

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

That CARDIOPULMONARY DIAGNOSTICS SPECIALTIES, CORP., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named to Mr. JOSE CASTELLANOS address 13020 S.W. 51 STREET MIRAMAR, FL 33027 as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

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.



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