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CRYSTAL H. RINER
ADMINISTRATOR

November 4, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

200002681932--4
-11/06/98--01037--002
****122.50 ****78.75

Re: SUN LABS USA, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for $122.50 to cover the filing fee and certified copy.

Thank you for your courtesy and cooperation in this regard.

Sincerely,

Gina M. Schlegel

Gina M. Schlegel
Law Clerk

Enclosures

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ARTICLES OF INCORPORATION

OF

SUN LABS USA, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I
Name

Section 1.1. Name. The name of this corporation is **Sun Labs USA, Inc.** and the address is **2955 Southeast Third Court, Ocala, Florida 34471.**

ARTICLE II
Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
Purpose

Section 3.1. Purposes. This corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of providing laboratory services and information technologies.

This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country. It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV
Capital Stock

Section 4.1. __Authorized Capital__. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having a par value of one dollar per share.

Section 4.2. __Restrictions on Transfer of Stock__. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V
Initial Registered Office and Agent

Section 5.1. __Name and Address__. The street address of the initial registered office of this corporation is **Weidner & Winicki, 11265 Alumni Way, Suite 201, Jacksonville, FL 32246** and the name of the initial registered agent of this corporation at that address is **Donald W. Weidner, Esquire.**

ARTICLE VI
Directors

Section 6.1. __Number__. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws. The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. __Initial Directors__. The name and street address of the first board of directors of this corporation are:

Name	Address
Rudrama Pagidipati, M.D.	2910 Southwest 7th Avenue Ocala, Florida 34474
Devaiah Pagidipati, M.D.	2910 Southwest 7th Avenue Ocala, Florida 34474

Section 6.3. **Compensation**. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII
Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII
Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is **Devaiah Pagidipati, M.D., 2910 Southwest 7th Avenue, Ocala, Florida 34474.**

ARTICLE IX
Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X
Dissolution

Section 10.1. Dissolution. The corporation may be dissolved at anytime by the affirmative vote of the holders of at least seventy five percent (75%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 30 day of October, 1998.

DEVAIAH PAGIDIPATI, M.D.

STATE OF FLORIDA)
) ss:
COUNTY OF Marion)

The foregoing instrument was acknowledged before me by Devaiah Pagidipati, M.D., this 30 day of October, 1998.

Pauline Phillip
My Commission CC691989
Expires October 27, 2001

Notary Public, State of Florida
at Large.
My Commission Expires:

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

Donald W. Weidner, Esquire

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

SWORN TO AND SUBSCRIBED before me by Donald W. Weidner, who is personally known to me, this 8th day of October, 1998.

Notary Public
State of Florida At Large

My commission expires:

NOTARY PUBLIC
STATE OF FLORIDA
CRYSTAL H RINER
My Commission CC499934
Expires Oct. 08, 1999

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