

P98000106256

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O.Box 6327

Tallahassee, Florida 32314

400002701274--5  
-12/03/98-01032-007  
\*\*\*\*122.50 \*\*\*\*\*78.75

SUBJECT: Bio Record Corporation,  
(Proposed Corporate name including suffix)

Enclosed is an original and one (1) copy of the Article of  
Incorporation and a check for:

[ ] \$70.00 [ ] \$78.75 [X] \$122.50 [ ] \$131.25

FROM Chaim Grosz  
ADDRESS 3167 Royal Palm Avenue  
CITY/STATE Miami Beach Florida 33140  
PHONE (DAY) (305) 534 8795

FILED  
98 DEC 23 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W98-27319



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 8, 1998

CHAIM GROSZ  
3167 ROYAL PALM AVE  
MIAMI BEACH, FL 33140

SUBJECT: BIORECORD CORPORATION, INC.  
Ref. Number: W98000027319

We have received your document for BIORECORD CORPORATION, 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):

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.

Article VII states there shall be (3) directors, whereas (2) are listed.

The use of a double suffix in a corporate name is not acceptable. Please delete "Corporation" or "Inc."

The name of the entity must be identical throughout the document.

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) 487-6924.

Sharon Davis  
Document Specialist Supervisor

Letter Number: 898A00057816

FILED  
98 DEC 23 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

BioRecord Corporation

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

BioRecord Corporation

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principle place of business and mailing address of this corporation shall be:

4233 Sheridan Av  
Miami Beach Florida 33140

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in

any other manner reproduced;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for

charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VI

The name and address of the initial Registered agent of this corporation shall be:

Robert H. Karl M.D.  
4233 Sheridan Av  
Miami Beach, Florida 33140

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[illegible]

Age Group	Education Level	U.S. should take action (%)	U.S. should not take action (%)
18-29	High School	~85	~15
	College	~90	~10
	Graduate	~95	~5
30-49	High School	~80	~20
	College	~85	~15
	Graduate	~90	~10
50-69	High School	~75	~25
	College	~80	~20
	Graduate	~85	~15
70+	High School	~70	~30
	College	~75	~25
	Graduate	~80	~20

[illegible]

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[illegible]

	1990	1991	1992	1993	1994
1990	100	100	100	100	100
1991	100	100	100	100	100
1992	100	100	100	100	100
1993	100	100	100	100	100
1994	100	100	100	100	100

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
98 DEC 23 AM 10:26  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First-That BioRecord Corporation,  
desiring to organize under the laws of the State of Florida,  
with its principle office, as indicated in the articles of  
incorporation has named Robert H. Karl M.D.  
located at 4233 Sheridan Av  
City of Miami Beach  
County of Dade  
State of Florida,  
as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED  
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND  
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



Registered Agent