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**FLORIDA PROFIT CORPORATION OR P.A.**

**CNS LABORATORIES, INC.**

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 2, 1999

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SUBJECT: CNS LABORATORIES, INC.  
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ARTICLES OF INCORPORATION

OF

CNS LABORATORIES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(5)

ARTICLE I

The name of the corporation is **CNS LABORATORIES, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in the medical services and any other purpose authorized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Robert L. Roth, P.A.

1450 Madriga Avenue, Suite 302

Coral Gables, FL 33146

(305) 561-0666 FBNO. 240257

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**ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation shall be 1516 Venera Avenue, Coral Gables, Florida 33146, and the name of the initial registered agent of this corporation shall be Robert L. Roth, Esq.

**ARTICLE VII - BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the directors of this corporation are:

Larry M. Herman  
President/Vice-President/Secretary/Treasurer  
1516 Venera Avenue  
Coral Gables, Florida 33146

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is:

Stream, Inc.  
c/o Larry M. Herman  
President/Vice-President/Secretary/Treasurer  
1516 Venera Avenue  
Coral Gables, Florida 33146

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

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**ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI - INDEMNIFICATION**


The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by the law.

**ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of February, 1999.

CNS LABORATORIES, INC.

  
By: Larry M. Herman on behalf of  
Stream, Inc., Incorporator

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

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

First, that CNS LABORATORIES, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation at City of Miami, Dade County, Florida, has named ROBERT L. ROTH, ESQ., located at 1450 Madruga Avenue, Suite 302, Coral Gables, FL 33146, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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.

  
ROBERT L. ROTH  
Resident Agent

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