

Law Offices of
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Harold B. Haimowitz
Attorney at Law

Telephone: (561) 394-4226
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March 2, 1999

Sent via FedEx

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attention: Dana Calloway

RE: **MYO-TECH DIAGNOSTICS, INC.**

Dear Ms. Calloway:

300002793543--3
-03/03/99--01002--018
****122.50 *****78.75

Enclosed please find an original and one copy of Articles of Incorporation for MYO-TECH DIAGNOSTICS, INC., along with my check number 1520 in the sum of \$122.50 payable to the Secretary of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience. I would also appreciate your faxing me a filed copy and your cover letter to (561) 394-4382. Thanking you for your many courtesies.

Very truly yours,



Harold B. Haimowitz

Enclosure

99 MAR -1 AM 11:00
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MYO-TECH DIAGNOSTICS, INC.**

FILED
99 MAR -1 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be MYO-TECH DIAGNOSTICS, INC., and its principal office shall be located at 125 Via D Este, Villa Este 1705, Delray Beach, Florida 33445.

**ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida and particularly the testing for health purposes and the like.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$.01 par value per share.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

John M. DeVito
125 Via D Este, Villa Este 1705
Delray Beach, Florida 33445

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VII
INITIAL DIRECTORS**

The name and address of the initial Director of this Corporation is:

John M. DeVito
125 Via D Este, Villa Este 1705
Delray Beach, Florida 33445

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is John M. DeVito, and his address is 125 Via D Este, Villa Este 1705, Delray Beach, Florida 33445.

**ARTICLE IX
INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

**ARTICLE X
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

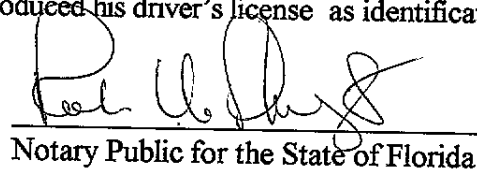
This corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on March 2, 1999.


JOHN M. DEVITO, Incorporator

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me on March 2, 1999, by John M. DeVito, as Incorporator who is personally known to me or has produced his driver's license as identification and did take an oath.


Notary Public for the State of Florida



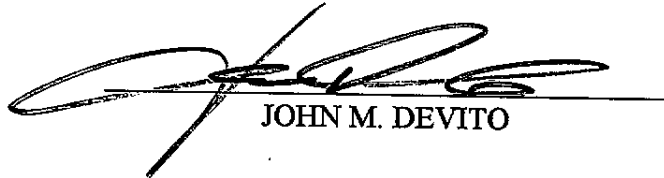
Robin M. Philpitt
MY COMMISSION # CC715414 EXPIRES
March 3, 2002
BONDED THRU TROY FAIR INSURANCE, INC

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

MYO-TECH DIAGNOSTICS, INC., a Corporation existing under the laws of the State of Florida with its principal office at 125 Via D Este, Villa Este 1705, Delray Beach, Florida 33445, has named JOHN M. DEVITO, whose address is 125 Via D Este, Villa Este 1705, Delray Beach, Florida 33445, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


JOHN M. DEVITO

FILED
99 MAR -1 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA