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April 28, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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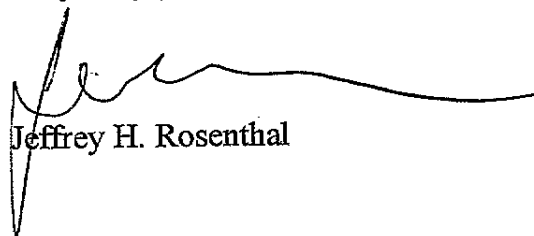
RE: Articles of Incorporation of Spherisun Diagnostics, Inc.

Dear Madam or Sir:

Enclosed please find original and one copy of Articles of Incorporation of Spherisun Diagnostics, Inc. and original Certificate of Designation of Registered Agent/Registered Office together with my check in the amount of \$70.00 for filing fee. Please file the Articles of Incorporation and return a receipted copy to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance.

Very truly yours,


Jeffrey H. Rosenthal

JHR:rg
Enclosures

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99 APR 30 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

SPHERISUN DIAGNOSTICS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: SPHERISUN DIAGNOSTICS, INC. The address of the principal office of this corporation shall be 17744 Oak Bridge St., Tampa, FL 33647, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

(1) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including but not limited to, money, credits, choses in action,

securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers and privileges, and immunities of individual owners or holders thereof.

(2) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(3) To promote or aid in any manner, financially or otherwise, any person, firm, associate or corporation, and to guarantee contracts and other obligations.

(4) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or

corporation, or any government or authority or subdivision or agency thereof.

(5) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Florida Corporation Act, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

(6) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act and engage in any other business or trade which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

(7) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated,

be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2424 North Federal Highway, Suite 460, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Jeffrey H. Rosenthal.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Raju S. Chavan
117 The Meadows
Enfield, CT 06082-2140

Vinod S. Chavan
17744 Oak Bridge St.
Tampa, FL 33647

ARTICLE VII - SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 *et seq.*, and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Jeffrey H. Rosenthal
2424 North Federal Highway, Suite 460
Boca Raton, Florida 33431

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on behalf of the Corporation by its duly authorized agent Jeffrey H. Rosenthal on April 27, 1999.



JEFFREY H. ROSENTHAL.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF 607.0501, 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.

1. The name of the corporation is SPHERISUN DIAGNOSTICS, INC.
2. The name and address of the registered agent and office is: JEFFREY H. ROSENTHAL, 2424 North Federal Highway, Suite 460, Boca Raton, Florida 33431.

ACKNOWLEDGEMENT

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.



JEFFREY H. ROSENTHAL

Registered Agent
2424 North Federal Highway, Suite 460
Boca Raton, Florida 33431
(561) 391-1304