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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

99 MAY 24 PM 2:53

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FLORIDA PROFIT CORPORATION OR P.A.

soundcare diagnostics, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

S. McKnight MAY 24 1999

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ARTICLES OF INCORPORATION

OF

⑤

SOUNDCARE DIAGNOSTICS, INC.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:
Soundcare Diagnostics, Inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Marc Birnbaum, Esquire
1031 Ives Dairy Road, #228
Miami, Florida 33179
Tel: (305) 651-1975
Florida Bar No.: 275034

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Robert Rabinowitz
12000 Biscayne Boulevard
Suite 400
North Miami, Florida 33180

The Corporation's principal office shall be:

12000 Biscayne Boulevard
Suite 400
North Miami, Florida 33180

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

INITIAL DIRECTORS

The names and post office addresses of the first Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Rabinowitz	12000 Biscayne Boulevard Suite 400 North Miami, Florida 33180

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ARTICLE VII
INCORPORATOR

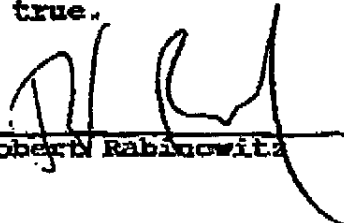
The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Rabinowitz	12000 Biscayne Boulevard Suite 400 North Miami, Florida 33180

ARTICLES VIII
COMMENCEMENT DATE

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


Robert Rabinowitz (SEAL)

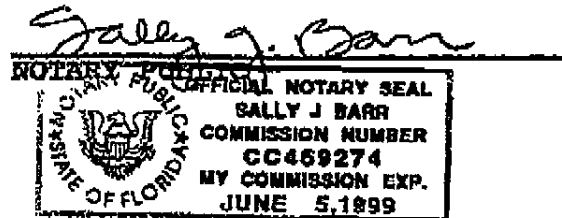
STATE OF FLORIDA)
 SS.
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that the foregoing instrument was

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acknowledged before me this 20th day of May, 1999 by
 ROBERT RABINOWITZ who is personally known to me.



The undersigned hereby accepts the foregoing designation as
 Initial Registered Agent and agrees to comply with the provisions
 of law applicable to said DESIGNATION.


 Robert Rabinowitz

Date

5/20/99

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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