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Florida Department of State

Division of Corporations

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ARTICLES OF INCORPORATION

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TETRAMED CLINICAL & DIAGNOSTIC CENTERS, INC.

THE UNDERSIGNED ACTING AS THE INCORPORATOR OF TETRAMED CLINICAL & DIAGNOSTIC CENTERS, INC. UNDER THE FLORIDA BUSINESS CORPORATIONS ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this corporation shall be TETRAMED CLINICAL & DIAGNOSTIC CENTERS, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1313 S.W. 1st Street, Miami, Florida 33135.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one million (1,000,000) shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF EXISTENCE

The existence of this corporation will commence on September 1, 1999 which is within five (5) business days prior to the date of filing of these Articles of Incorporation with the Secretary of the State of Florida.

Prepared By: Francisco Dumenigo, Esq. Bar#963917 1313 s.w. 1 Street, Miami, Florida 33135

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ARTICLE VII - RESIDENT AGENT AND ADDRESS

The street address of the registered office of the corporation is 1313 S.W. 1st Street, Miami, Florida 33135 and the name of the registered agent of this corporation at that address is Federico A. Dumenigo.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the members of the board of directors are as follows:

<u>Name:</u>	<u>Street Address:</u>
Federico A. Dumenigo	1313 S.W. 1 st Street, Suite 200, Miami, Florida 33135
Francisco Dumenigo	1313 S.W. 1 st Street, Suite 200, Miami, Florida 33135

ARTICLE IX - OFFICERS

(a) Position. This Corporation shall have the following offices filled, by corporate resolution from the Board of Directors, and shall include the offices of the President, Vice President, Secretary and Treasurer, others will be filled as so required.

(b) Initial Officers. The title, name and street address of the initial Officers of the Corporation is:

<u>Title:</u>	<u>Name:</u>	<u>Street Address:</u>
President	Federico A. Dumenigo	1325 S.W. 1 Street, Suite 200, Miami, Florida 33135
Treasurer & Secretary	Francisco M. Dumenigo	1325 S.W. 1 Street, Suite 200, Miami, Florida 33135

(c) Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Officers, and to fix the basis and conditions under which such compensation is paid. Any officer of the Corporation may also serve in another capacity and receive compensation therefore in any form.

ARTICLE X - INCORPORATOR

Francisco M. Dumenigo
1325 S.W. 1 Street
Miami, Florida 33135

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

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CERTIFICATE OF DESIGNATION**CORPORATE REGISTERED AGENT**

Pursuant to the provisions of section 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: **TETRAMED CLINICAL & DIAGNOSTIC CENTERS, INC.**

2. The name and address of the registered agent and office is:

Federico A. Dumenigo
1313 S.W. 1st Street, Suite 200
Miami, Florida 33135

SIGNATURE

Federico A. Dumenigo
President

DATE

09/01/99

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

Federico A. Dumenigo

DATE

09/01/99

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