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NATIONSBANK BUILDING  
900 WEST 49TH STREET  
SUITE 514  
HIALEAH, FLORIDA 33012

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-11/03/99--01049--019  
\*\*\*120.00 \*\*\*\*\*78.75

October 22, 1999

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

RE: ART. OF INC. FOR KEYS DIAGNOSTIC SERVICES, INC.

To Whom it may concern:

Enclosed please find a check in the amount of **One Hundred Twenty Dollars (\$120.00)** for the Articles of Incorporation of KEYS DIAGNOSTIC SERVICES, INC. Please send valid Articles of Incorporation to the undersigned.

Very truly yours,

RICHARD J. ADAMS, ESQ.  
RJA/kn

Enc: Check for \$120.00  
Articles of Incorporation

FILED  
99 NOV -3 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11-4  
WB

ARTICLES OF INCORPORATION  
OF  
KEYS DIAGNOSTIC SERVICES, INC.

FILED  
99 NOV -3 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, by these articles form a corporation for profit, pursuant to the laws of the State of Florida.

FIRST: The name of the corporation is KEYS DIAGNOSTIC SERVICES, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose of this business is for Alan F. Shader to engage in the practice of Medicine, and other and all legitimate purposes.

FOURTH: The aggregate number of shares of Capital Stock which the Corporation has authority to issue is 100 (One Hundred), all of which shall be one class of common stock having a par value of \$1.00 per share.

FIFTH: The address of its initial registered office is 91200 Overseas Highway, Suite 17, Tavanier, Florida 33070, and the name of the initial registered agent is Richard J. Adams, Esquire.

SIXTH: The initial board of directors will consist of one director, whose name and address is Alan F. Shader, whose address is 91200 Overseas Highway, Suite 17, Tavanier, Florida 33070.

SEVENTH: The name and address of the incorporator is Alan F. Shader, whose address is 91200 Overseas Highway, Suite 17, Tavanier, Florida 33070.

EIGHTH: Preemptive Rights shall be as follows: The shareholder of stock of this Corporation shall be entitled to full preemptive right to purchase unissued or treasury stock of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued or treasury stock.

NINTH: The initial street address of the principle office of the Corporation in the State of Florida is 91200 Overseas Highway, Suite 17, Tavanier, Florida 33070.

TENTH: The Corporation shall indemnify Incorporators, Officers and Directors to the full extent permitted by law.

ELEVENTH: a. The Corporation adopts all contracts made on its behalf by the before-mentioned incorporator.

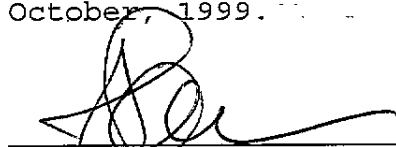
b. The Corporation authorizes its director to reimburse the before-mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all

expenses incurred in the organization and formation of the Corporation.

c. The directors of this Corporation shall have the sole discretion to determine the expenses for which the before-mentioned incorporator shall be reimbursed.

TWELFTH: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of Keys Diagnostic Services, Inc. this 22<sup>nd</sup> day of October, 1999.



ALAN F. SHADER  
INCORPORATOR

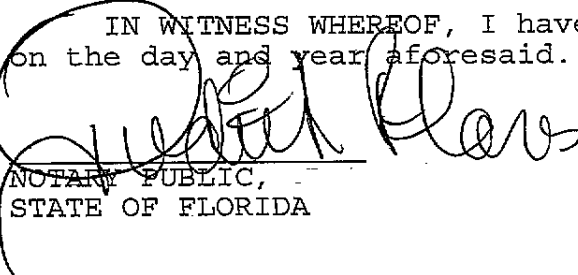
STATE OF FLORIDA:

:SS

COUNTY OF DADE :

ON THIS 22<sup>nd</sup> day of October, 1999, before me, a notary public duly authorized in the State of Florida, County of Dade, personally appeared **ALAN F. SHADER**, known to me to be the persons described and who subscribed the above Articles of Incorporation, and who acknowledged that he executed the Articles of Incorporation for the purpose contained herein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.



NOTARY PUBLIC,  
STATE OF FLORIDA



Judith Flores  
My Commission CC589763  
Expires November 7 2000

CERTIFICATE DESIGNATING THE ADDRESS  
AND AGENT UPON WHOM PROCESS MAY BE SERVED

KEYS DIAGNOSTIC SERVICES, INC., desiring to organize as a Corporation for Profit under the laws of the State of Florida, which will have its principal office in Florida, has named RICHARD J. ADAMS, ESQUIRE, located at 900 WEST 49TH STREET, SUITE 514, CITY OF HIALEAH, COUNTY OF DADE, STATE OF FLORIDA, 33012, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-described corporation, at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.

  
\_\_\_\_\_  
RICHARD J. ADAMS, ESQUIRE  
REGISTERED AGENT

10/22/99  
DATED

STATE OF FLORIDA: \_\_\_\_\_  
:SS  
COUNTY OF DADE :

SWORN TO AND SUBSCRIBED this 22 day of OCTOBER, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC/DATE

FILED  
99 NOV -3 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Judith Flores  
My Commission CC599783  
Expires November 7 2000