

FILED EFFECTIVE

STATEMENT OF DOMESTICATION

08 JUL 28 AM 9:32

FOR

SECRETARY OF STATE
STATE OF IDAHO

COLE DIAGNOSTICS, INC.

The undersigned natural person of the age of eighteen years or older, acting as the President of Cole Diagnostics, Inc., under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, adopts the following Statement of Domestication:

1. The name, jurisdiction of organization and type of domesticating entity is as follows:
 - a. Cole Diagnostics, Inc.
 - b. Utah
 - c. S-Corp.

2. The name and jurisdiction of the domesticated entity is as follows:
 - a. Cole Diagnostics, Inc.
 - b. Idaho

3. The Statement of Domestication is to be effective upon:
 - a. Filing

4. The domesticating entity, Cole Diagnostics, Inc., is a foreign entity authorized to conduct business in Idaho. The domestication of Cole Diagnostics, Inc., has been approved in accordance with the law of its jurisdiction of organization.

5. Cole Diagnostics, Inc., a domesticated entity is a domestic filing entity and its public organic document is attached hereto as Exhibit "A."

DATED this 25 day of July, 2008.


 Ryan Cole, President,
 Cole Diagnostics, Inc.

IDAHO SECRETARY OF STATE
 07/28/2008 05:00
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EXHIBIT "A"

Profit Corporation

**ARTICLES OF INCORPORATION
OF
Cole Diagnostics, Inc.**

We, the undersigned, persons acting as incorporators under the Utah Revised Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

Article I

The name of the corporation is Cole Diagnostics, Inc.

Article II

The Purpose or Purposes for which the corporation is organized
The diagnosis, and reporting of human anatomical and clinical specimens sent to us by dermatologists, family practitioners, plastic surgeons, and other medical professionals.
The corporation shall further have unlimited power to engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under the Utah Business Corporation Act and any amendments thereto.

Article III

Class of Shares	Number of Shares
Common	10000
Preferred	0

Article IV

The address of the corporation's initial registered office shall be:

782 West 1960 North
Clinton, UT, 84015

The corporation's initial registered agent at such address shall be :

Robert Perkins

I hereby acknowledge and accept appointment as corporation registered agent:

Robert Nephi Perkins

signature

Article V

The names and addressess of the incorporators are:

Incorporator #1
Robert Nephi Perkins
782 West 1960 North
Clinton, UT , 84015
Robert N. Perkins (POA or AIF)
Signature

In Witness Whereof I / We have excuted these Articles of Incorporation on 15 March, 2004 and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

Article VI

The name(s)and address(es)of each officer and director:

Officer #1
Ryan Cole
12899 Schicks Ridge Road
Boise, ID , 83714
Robert N. Perkins (POA or AIF)
Signature

President #1
Ryan Cole
12899 Schicks Ridge Road
Boise, ID , 83714
Robert N. Perkins (POA or AIF)
Signature

Director #1
Robert Nephi Perkins
782 West 1960 North
Clinton, UT , 84015
Robert N. Perkins (POA or AIF)
Signature

Article VII

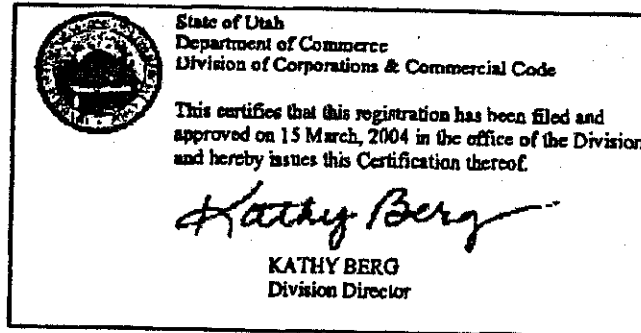
The street address of the principal place of the business is:

782 West 1960 North
Clinton, UT, 84015

Article VIII

The duration of the corporation shall be Perpetual

Additional Articles/Provisions



Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.

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2008 JUL 28 AM 9:52
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
COLE DIAGNOSTICS, INC.**

The undersigned natural person of the age of eighteen years or older, acting as incorporator of Cole Diagnostics, Inc., under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, adopts the following Articles of Incorporation:

ARTICLE 1.

Name

The name of this Corporation is Cole Diagnostics, Inc.

ARTICLE 2.

Duration

This Corporation shall have a perpetual existence.

ARTICLE 3.

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE 4.

Capitalization

This Corporation shall have authority to issue an aggregate of one thousand (1,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000	No Par Value

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Each share of common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the Corporation upon liquidation.

ARTICLE 5.

Preemptive Rights

This Corporation elects to have preemptive rights.

ARTICLE 6.

Non-Cumulative Voting

In all elections for Directors, shareholders shall not be permitted to cumulate their votes.

ARTICLE 7.

Initial Registered Agent and Office

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

Ryan Cole
12899 Schicks Ridge Road
Boise, Idaho 83714

ARTICLE 8.

Directors

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be two (2). Directors need not be shareholders of the Corporation.

The initial board of directors of the Corporation shall consist of two (2) directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Ryan Cole	12899 Schicks Ridge Road Boise, ID 83714
Nolan Sundrud	12984 Schicks Ridge Road Boise, ID 83714

ARTICLE 9.

Incorporator

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Ryan Cole	12899 Schicks Ridge Road Boise, ID 83714

ARTICLE 10.

Elimination of Personal Liability of Directors

The directors of this Corporation are not liable to the Corporation or to its shareholders for monetary damages arising from a breach of fiduciary duty or for any action taken or any failure to take any action as a director, except:

- (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) as provided in Idaho Code § 30-1-831; or,
- (d) for any transaction from which the director derived an improper personal benefit.

ARTICLE 11.

Indemnification of Directors & Officers

The Corporation shall have the authority, in accordance with Idaho state law, to indemnify each director or officer, or any person who may have served at its request as a director or officer of another corporation in which it has shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation (whether or not he or she continues to be a director or officer at the time of incurring such expense) except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or willful misconduct in the performance of his or her duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits, or proceedings brought against any such director, officer, or person. Wherever in this section a director or officer is referred to, such reference shall include his or her personal representatives, executors, and administrators.

ARTICLE 12.

Limited Liability for Shareholders

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

DATED this 24 day of July, 2008.

INCORPORATOR:

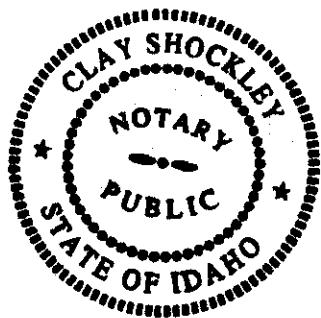


Ryan Cole
Its: President

STATE OF IDAHO)
) ss.
County of Ada)

On this 24th day of July, 2008, before me, the undersigned, a Notary Public in and for said State, personally appeared **Ryan Cole**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Clay Shockley
NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
Commission Expires: 7/11/2013

Articles of Incorporation