F98000004506

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HOSPI MED, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

400002610884--1
-08/07/98--01080--001
*****70.00 *****70.00

Please return all correspondence concerning this matter to the following:

Guillermo J. Fernandez-Quincoces, Esq.
(Name of Person)

Guster, Yoakley, Valdes-Fauli & Stewart
(Firm/Company)

2 South Biscayne Blvd., Suite 3400
(Address)

Miami, Florida 33131-1897
(City/State/Zip)

FILED
98 AUG -7 PM 2:35
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Marlene Pereira, Legal Asst. at (305) 376-6091
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. HOSPI MED, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. REPUBLIC OF PANAMA
(State or country under the law of which it is incorporated)

3. APPLIED FOR
(FEI number, if applicable)

4. APRIL 8, 1998
(Date of incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. July 98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

FILED
98 AUG -7 PM 2:35
SECRETARY OF STATE
DIVISION OF CORPORATIONS

7. 8770 Sunset Drive #433
Miami, Florida 33173
(Current mailing address)

8. SALE OF HOSPITAL EQUIPMENT AND PRODUCTS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: HECTOR L. LANS

Office Address: 5793 S.W. 84 Ave.

MIAMI, Florida, 33143
(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: LUIS EDUARDO CESPEDES

Address: Via Espana N° 200, Piso 7°

Panama, Republic of Panama

Vice Chairman: LILIA AMINTA DE SALCEDO

Address: Via Espana N° 200, Piso 7°

Panama, Republic of Panama

Director: ALVA ROSA CHIRU

Address: Via Espana N° 200, Piso 7°

Panama, Republic of Panama

Director:

Address:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 PM 2:35

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: LUIS EDUARDO CESPEDES

Address: Via Espana N° 200, Piso 7°

Panama, Republic of Panama

Vice President:

Address:

Secretary: LILIA AMINTA DE SALCEDO

Address: Via Espana N° 200, Piso 7°

Panama, Republic of Panama

Treasurer: ALVA ROSA CHIRU

Address: Via Espana N° 200, Piso 7°

Panama, Republic of Panama

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Hector L. Lans Trustee (HOLD POWER OF ATTORNEY)

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. HECTOR L. LANS - TRUSTEE (HOLDING POWER OF ATTORNEY)

(Typed or printed name and capacity of person signing application)

REPUBLICA DE PANAMA

LA DIRECCION GENERAL DEL REGISTRO PUBLICO

CERTIFICA

CON VISTA A LA SOLICITUD-55523

17/07/1998

PAG-1

MINISTERIO DE LA SOCIEDAD Y JUSTICIA

HOSPI MED, INC.

SE ENCUENTRA REGISTRADA EN LA FICHA 343907 ROLLO 59266 IMAGEN- 36

DESDE EL OCHO DE ABRIL DE MIL NOVECIENTOS NOVENTA Y OCHO,

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON-

1- LUIS EDUARDO CESPEDES

2- LILIA AMINTA DE SALCEDO

3- ALVA ROSA CHIRU

QUE SUS DIGNATARIOS SON-

PRESIDENTE LUIS EDUARDO CESPEDES

TESORERO ALVA ROSA CHIRU

SECRETARIO LILIA AMINTA DE SALCEDO

QUE LA REPRESENTACION LEGAL LA EJERCERA-

SIN PERJUICIO DE LO QUE DISPONGA LA JUNTA DIRECTIVA, EL PRESIDENTE

OSTENTARA LA REPRESENTACION LEGAL DE LA SOCIEDAD, EN AUSENCIA DE ESTE

LA OSTENTARA, EN SU ORDEN, EL VICE-PRESIDENTE, SI LO HUBIERE, EL

TESORERO O EL SECRETARIO-

QUE SU DURACION ES PERPETUA

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL VEINTIDOS DE JULIO DE

MIL NOVECIENTOS NOVENTA Y OCHO A LAS 02-37-10.5 P.M.

NOTA- ESTA CERTIFICACION PAGO

EL IMPUESTO DE TIMBRE POR UN

VALOR DE B/. 14.00

COMPROBANTE NO. 55523

FECHA- 17/07/1998

98 AUG 7 PM 2:35

SECRETARY OF STATE

DIVISION OF CORPORATIONS

MAYRA G. DE WILLIAMS

CERTIFICADOR

OFICINA DE REGISTRO PUBLICO

REPÚBLICA DE PANAMÁ
24.VII.98 B/. 0400
POSTALIA

TRANSLATION

THE GENERAL DIRECTORATE OF THE PUBLIC REGISTRY

17/07/98 AS PER REQUEST: 55523 -----

C E R T I F I E S:

That the corporation **HOSPI MED, INC.** appears recorded at Microjacket: 343907; Film Roll: 59266; Frame: 36 of the Microfilm (Mercantile) Division since Abril 8, 1998.

That this corporation is in good standing.

That its Directors are:

1. LUIS EDUARDO CESPEDES
2. LILIA AMINTA DE SALCEDO
3. ALVA ROSA CHIRU

That its Officers are:

PRESIDENT - LUIS EDUARDO CESPEDES

TREASURER - ALVA ROSA CHIRU

SECRETARY - LILIA AMINTA DE SALCEDO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 PM 2:35

That the Legal Representative, unless otherwise provided by the Board of Directors, is the President, and in his absence, in its order, the Vice-President, if any, the Treasurer or the Secretary.

That it is of perpetual duration.

ISSUED AND SIGNED in the city of Panama on July 22, 1998 at 02-37-10.5 P.M.

NOTE: This certification has paid the tax stampfor the amount of B/.14.00
Voucher N° 55523
Dated: 17/07/1998

SOL WATTERS
INTERPRETE PUBLICO AUTORIZADO
PANAMA
RESOLUCION 29 DE 7 DE JUNIO DE 1982

(SIGNED) (MAYRA G. DE WILLIAMS)

Certifying Officer

(S E A L) OF THE PUBLIC REGISTRY OFFICE OF THE REPUBLIC OF PANAMA (STAMPS)

The undersigned, certified Public Translator (Res. 292-A as of 07/06/82) certifies the foregoing to be a true translation of its original in Spanish.

Panamá, July 22, 1998.

SOL WATTERS

I. D. No.3-56-588

SOL WATTERS
INTERPRETE PUBLICO AUTORIZADO
PANAMA.
RESOLUCION 292-A DE 7 DE JUNIO DE 1982

APOSTILLE
(Convention de la Haye du 5 octobre 1961)
1. País PANAMA
El presente documento público
2. ha sido firmado por Sol Watters
3. quién actúa en calidad de Intérprete
4. y está revestido del sello / timbre de
CERTIFICADO
5. en PANAMA 6. el día 24 JUL 1998
7. por DIRECCION ADMINISTRATIVA
8. Bajo el número 2900
9. Sello / timbre 10. Firma:
Lcdo. Lorenzo Vásquez

REPUBLICA DE PANAMA
MINISTERIO DE GOBIERNO Y JUSTICIA
DEPARTAMENTO DE CONTABILIDAD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 PM 2:35