

F98000007094

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MEDAMERICA INTERNATIONAL, 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.

Please return all correspondence concerning this matter to the following:

ROBERT SHANNON

(Name of Person)

MEDAMERICA INTERNATIONAL, INC.

(Firm/Company)

940 CORAL RIDGE DR., STE. 103

(Address)

CORAL SPRINGS, FL 33071

(City/State/Zip)

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

ROBERT SHANNON

(Name of Person)

at (954) 757-3061

(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. MEDAMERICA INTERNATIONAL, INCORPORATED
(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. PANAMA
(State or country under the law of which it is incorporated)

3. N/A
(FEI number, if applicable)

4. MARCH 16, 1994
(Date of incorporation)

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

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

7. 940 CORAL RIDGE DR., STE. 103
CORAL SPRINGS FL 33071
(Current mailing address)

8. ANY AND ALL BUSINESS DONE LEGALLY
(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: ROBERT SHANNON

Office Address: 940 CORAL RIDGE DR. STE. 103

CORAL SPRINGS, Florida, 33071
(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.

Robert Shannon
(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)

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

Chairman: ANGELES PASERO VALVERDE

Address: CALLE BAILLEN 51, 3º 1º, BARCELONA 08009, SPAIN

Vice Chairman: SERGIO D'ARGENIO

Address: MAGLIANO IN TOSCANA, 58051 GROSSETO, ITALY

Director: CHARLES CARTHEW

Address: PASEO DELA CASTELLANO 60, 28045 MADRID, SPAIN

Director: _____

Address: _____

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

President: ROBERT SHANNON

Address: 940 CORAL RIDGE DR., STE. 103
CORAL SPRINGS, FL 33071

Vice President: FRANCISCO PEÑARANDA

Address: 7855 SW 66TH STREET
MIAMI, FL 33143

Secretary: ROBERT SHANNON

Address: 940 CORAL RIDGE DR., STE. 103
CORAL SPRINGS, FL 33071

Treasurer: FRANCISCO PEÑARANDA

Address: 7855 SW 66TH STREET
MIAMI, FL 33143

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

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

14. ROBERT SHANNON, PRESIDENT
(Typed or printed name and capacity of person signing application)

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LA DIRECCION GENERAL DEL REGISTRO PUBLICO

CON VISTA A LA SOLICITUD- 205475.....C....

09/12/1998

C E R T I F I C A -

QUE LA SOCIEDAD -

MEDAMERICA INTERNATIONAL INC.

SE ENCUENTRA REGISTRADA EN LA FICHA- 284869 ROLLO- 41698 IMAGEN- 45

DESDE EL DIECISEIS DE MARZO DE MIL NOVECIENTOS NOVENTA Y CUATRO,

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS SUSCRIPTORES SON-

- 1 - DANI ARIEL KUZNIECKY

- 2 - RUBEN JOSE LEVY

QUE SU AGENTE RESIDENTE ES- KUZNIECKY-BARSKY & LEVY-DOWNIE

QUE SU DURACION ES PERPETUA

QUE SU DOMICILIO ES PANAMA

QUE EL CAPITAL SOCIAL ES DE QUINIENTAS -500- ACCIONES SIN VALOR NOMINAL.

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL DIEZ DE DICIEMBRE DE
MIL NOVECIENTOS NOVENTA Y OCHO , A LAS 02-33-30.3 P.M.

NOTA- ESTA CERTIFICACION PAGO

EL IMPUESTO DE TIMBRE POR UN

VALOR DE B/. 14.00

COMPROBANTE NO. 205475.....C....

FECHA- 09/12/1998

MAYRA G. DE WILLIAMS
CERTIFICADOR



TRANSLATION

THE GENERAL DIRECTORATE OF THE PUBLIC REGISTRY
AS PER REQUEST No. 205475
CERTIFIES:
THAT THE COMPANY:

MEDAMERICA INTERNATIONAL INC.

Is duly registered in Microjacket: 284869 Film: 41698 Frame: 45 since the sixteenth of March, one thousand nine hundred and ninety four, and that the company is in existence.

Its Subscribers are: 1) DANI ARIEL KUZNIECKY
2) RUBEN JOSE LEVY

That its Resident Agent is: KUZNIECKY-BARSKY & LEVY-DOWNIE.

That its duration is perpetual.

That it is domiciled in Panama.

That its Capital is of FIVE HUNDRED NON PAR VALUE SHARES.

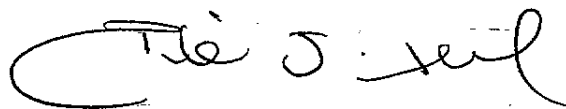
Issued and signed in the City of Panama, the tenth (10th) of December of one thousand nine hundred ninety eight at 02-33-30.3 P.M.

NOTE: This certification has paid the stamp tax in the amount of
US\$ 14.00 as per receipt 205475 - Date: December 9th, 1998

(signed) Mayra G. de Williams – Certifier
(Seal of the Panama Public Registry appears)

The Undersigned hereby declares under oath that the above is a true translation into English of the original document submitted to me in Spanish.

RUBEN JOSE LEVY D. -- Res. 270-IP-33 of 2-7-98 --- AUTHORIZED PUBLIC
TRANSLATOR



RUBEN JOSE LEVY D.
Intérprete Público Autorizado
Res. No. 270-IP-33 del 2-7-98

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