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95 FEB 27 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FEBRUARY 24 1995

Memo From  
VICTOR ESCARPANTER

To DIVISION OF CORPORATIONS  
ATT: PERSON IN CHARGE

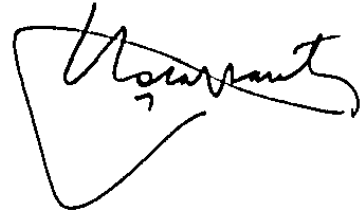
RE: SOUTHMED INTERNATIONAL, INC.

ENCLOSED IS OUR CHECK FOR \$ 122.50 TO COVER INCORPORATION COSTS.

KINDLY SEND OFFICIAL DOCUMENTS TO US AS SOON AS POSSIBLE.

THANK YOU.

SINCERELY YOURS,



300001417343  
-02/28/95--01069--016  
\*\*\*\*122.50 \*\*\*\*122.50

VICTOR ESCARPANTER AND ASSOCIATES, P.A.  
ACCOUNTANTS - TAX PRACTITIONERS  
7875 S. W. 40th St., Suite 219  
Miami, Florida 33155  
Tel: (305) 261-2581

ARTICLES OF INCORPORATION OF  
SOUTHMED INTERNATIONAL, INC.

FILED  
95 FEB 27 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation.

ARTICLE I

NAME

The name of this corporation shall be:

**SOUTHMED INTERNATIONAL, INC.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any person, firm or corporation.

b. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.

c. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares capital stock bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other

obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d. To acquire, hold, undertake and fully exploit the good will property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

e. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, District of Columbia, and any and all foreign countries.

h. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or re-organization of financial,

commercial, mercantile, manufacturing, industrial or other business concerns, firms, association and corporations, to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

1. To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

2. To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

### ARTICLE III

#### CAPITAL STOCK

The capital stock of this corporation shall be *FIFTY* shares, no par value, common stock. This Stock have full voter rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stocks may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholder, if record at the same price and terms, and any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than *FIVE HUNDRED DOLLARS*

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to the law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at:  
*14831 S.W. 45TH LANE, MIAMI, FL 33185*  
with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than *ONE* no more than *FIFTEEN*

ARTICLE VIII

DIRECTORS

The names and post office addresses of the First Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
FERNANDO VARGAS	14858 S.W. 42ND LANE MIAMI, FL. 33185
ENRIQUE E. VARGAS	14858 S.W. 42ND LANE MIAMI, FL. 33185
JOSE G. VARGAS	14858 S.W. 41ND LANE MIAMI, FL. 33185

ARTICLE IX

SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>
FERNANDO VARGAS	14858 S.W. 42ND LANE
	MIAMI, FL 33185
ENRIQUE E. VARGAS	14858 S.W. 42ND LANE
	MIAMI, FL 33185
JOSE G. VARGAS	14858 S.W. 42ND LANE
	MIAMI, FL 33185

ARTICLE X

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

ARTICLE XI

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscription of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XII

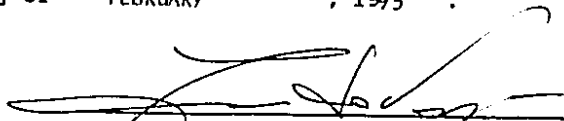
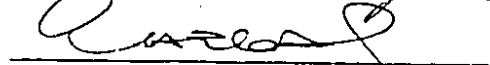
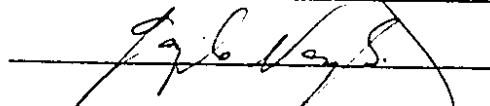


The register agent of the Corporation shall be:

FERNANDO VARGAS

The register office of the Corporation shall be:

14831 S.W. 45TH LANE, MIAMI, FL 33185

IN WITNESS WHEREOF, WE the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this 24TH day of FEBRUARY, 1995.

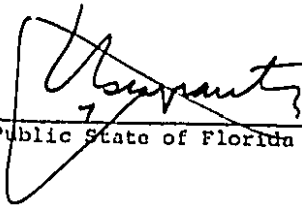
 (SEAL)  
 (SEAL)  
 (SEAL)  
 (SEAL)  
 (SEAL)

STATE OF FLORIDA        )  
                              )     SS  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared FERNANDO VARGAS, ENRIQUE F. VARGAS and JOSE G. VARGAS

who are known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and who, being by me first duly sworn on oath, depose and say and do acknowledge before me, that the said Articles to be the act and deed of the signers respectively and respectfully, and the facts and matter therein set forth are true and correct.

WITNESS my hand and my seal at Miami, Dade County, Florida, this 24TH day of FEBRUARY, 1995.



Notary Public State of Florida at Large

My Commission Expires:





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM MAY BE SERVED.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 25 11:25 AM '95

IN COMPLIANCE WITH SECTION 49.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT SOUTHMED INTERNATIONAL, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH  
PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI  
(CITY)

STATE OF FLORIDA HAS NAMED FERNANDO VARGAS  
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 14831 S.W. 45TH LANE, MIAMI, FL 33185  
(STREET ADDRESS AND NUMBER OF BUILDING POST OFFICE  
BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]  
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE FEBRUARY 24TH, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]  
(RESIDENT AGENT)

DATE FEBRUARY 24TH, 1995

P95000016864

May 2, 1997

Memo From  
VICTOR ESCARPANTER

To DIVISION OF CORPORATIONS  
ATT: PERSON IN CHARGE

Southwest Int. Inc. to A+B.U.S.A. Inc.

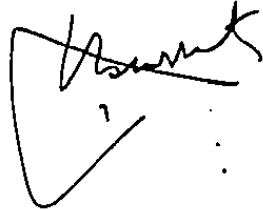
RE: Corp. Name change

ENCLOSED IS OUR CHECK FOR \$ 87.50 TO COVER NAME CHANGE  
FILING FEES AND (1) CERTIFIED COPY OF AMENDMENT.

KINDLY SEND OFFICIAL DOCUMENTS TO US AS SOON AS  
POSSIBLE.

THANK YOU.

SINCERELY YOURS,



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-05/05/97--01130--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

VICTOR ESCARPANTER AND ASSOCIATES, P.A.  
ACCOUNTANTS - TAX PRACTITIONERS  
7875 S. W. 40th St., Suite 219  
Miami, Florida 33155  
Tel: (305) 261-2581

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

---

SOUTHMED INTERNATIONAL, INC.      DOCUMENT No. 19500001686-1

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(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

*The Articles of Incorporation are hereby amended by the following resolution adopted by the shareholders on: May 1st, 1997.*

*RESOLVED, that the Articles of Incorporation shall be amended so that Article 1 is eliminated, and the following substituted for Article 1.*

*The name of this Corporation shall be:*

*A & B U.S.A., INC.*

*The above resolution was adopted by the Board of Directors and by the shareholders unanimously.*

*"This resolution was adopted solely because the Original Corporation Name no longer reflects the marketing field the Corporation shall be involved in the future. A more practical, broad name was needed to reflect business activities. No other change whatsoever is intended other than the name change and for the reasons stated above, Stockholders, Officers, business operations will remain the same. A Corporate Seal will be created for its use when so required with the new Corporate name of: A & B U.S.A., INC."*

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: MAY 1ST, 1997

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

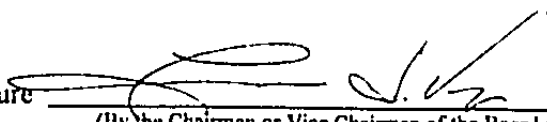
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1ST day of MAY, 1997

Signature



*Chairman - President.*

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) FERNANDO VARGAS - Chairman - President.

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Title