

PA80000076009



ACCOUNT NO. : 072100000032

REFERENCE : 679503 169174A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : January 23, 1998

ORDER TIME : 12:09 PM

ORDER NO. : 679503-005

CUSTOMER NO: 169174A

600002410966--6

CUSTOMER: Mr. Francisco Pessoa
MR. FRANCISCO PESSOA

3693 N.w. 124th Avenue

Pompano Beach, FL 33065

DOMESTIC FILING

NAME: MED-LINE GROUP CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 9:33

RECEIVED
98 JAN 23 PM 4:14
DIVISION OF CORPORATION
[Signature] 1/26/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 9:33

ARTICLES OF INCORPORATION
OF
MED-LINE GROUP CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MED-LINE GROUP CORPORATION

The address of the principal office of this corporation shall be 3693 Northwest 124TH Avenue, Pompano Beach, Florida 33065, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have seven Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Sergio Giorni Bontempo	11550 Island Laves Lane Boca Raton, Florida 33498
Caio Ferreira	1104 Northwest 79TH Drive Plantation, Florida 33323
Mark Amin Ary	3946 Jasmine Lane Coral Springs, Florida 33065
Paulo Roberto Nacarato	10298 Riverbend Terrace Boca Raton, Florida 33498

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Nelson Coelho

330 Southwest 74TH Terrace
Plantation, Florida 33317-3844

Joao Paulo Mignot

3715 Kensington Street
Hollywood, Florida 33021

Gilberto Mardegan Junior


300 Three Islands Boulevard #516
Hallandale, Florida 33009

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

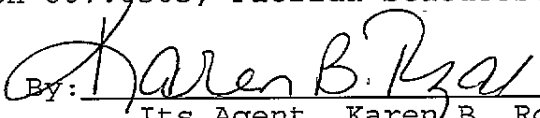
The undersigned incorporator has executed these Articles of Incorporation on January 23, 1998.



Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar

Authorized Service Representative
Corporation Service Company