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Mr. Carlos Omenaca  
600 NE 36th St. PH 14  
Miami, Fl. 33137  
Tel. 305 576-1680

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

June 28, 2000

100003316051--5  
-07/07/00--01041--003  
\*\*\*\*\*78.55 \*\*\*\*\*78.55

Re: Incorporation of "Vilmed, Inc."

Dear Sir or Madam:

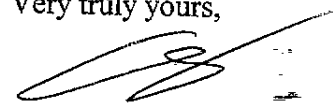
Enclosed for filing is one original and one copy of the executed Articles of Incorporation for the above-referenced company.

Also enclosed is a check for \$78.55 representing all fees corresponding to filing, registered agent and certified copy of the Articles of Incorporation.

Please send me a certified copy of the filed Articles of Incorporation at your earliest convenience.

If you have any questions, please contact me.

Very truly yours,



Carlos Omenaca

Enclosures

FILED  
00 JUL -7 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
OF  
VILMED, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - Name

The name of the Corporation is Vilmed, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III - Capital Stock

The par value thereof and the characteristics of such stock shall be as follows:

- (a) Number of shares authorized is 100.
- (b) Par value per share is \$1
- (c) Class of stock is common.

ARTICLE IV - Initial Registered Office and Agent

The Corporation's principal and mailing address:

600 NE 36th St. PH 14  
Miami, Fl. 33137

The Corporation's Registered Agent is:

Mr. Carlos Omenaca  
600 NE 36th St. PH 14  
Miami, Fl. 33137

ARTICLE V - Board of Directors

The Board of Directors of the Corporation shall consist of at least two directors, with the exact

number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the name and address of such members of the Board of Directors, who are to serve as the Corporation's directors until successor(s) is/are duly elected and qualified, are: Mr. Carlos Omenaca and Mrs. Tanya de la Rosa, 600 NE 36th St. PH 14, Miami, Fl. 33137

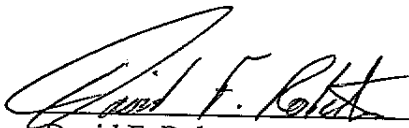
ARTICLE VI - Incorporator

The name of the incorporator is David F. Roberts, 1775 Washington Ave. PH-3, Miami Beach, Florida 33139-7544

ARTICLE VII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by Florida law in existence now or hereafter.

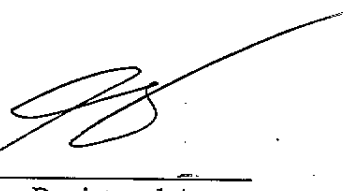
IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purposes of forming a corporation, pursuant to the Florida General Corporation Act with the State of Florida, has signed these Articles of Incorporation this 28th day of June 2000.

  
\_\_\_\_\_  
David F. Roberts  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named the registered agent of Vilmed, Inc., hereby accepts such designation as it is familiar with and accepts the obligations as provided in the Florida General Corporation Act.

Dated this 28<sup>th</sup> day of June 2000.

By:   
Carlos Omenaca, Registered Agent

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