

# F010000000523

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4003

From:

Account Name : CAPITAL CONNECTION, INC.  
Account Number : 120000000257  
Phone : (850) 224-8870  
Fax Number : (850) 222-1222

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W01-2096

FOREIGN PROFIT QUALIFICATION

TECH-MD INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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U.S. DEPT. OF JUSTICE

THE UNDERSIGNED, being the Secretary of TECH-MD INC. for the purpose of applying for authority to do business in the State of Florida, pursuant to Chapter 607.1503 of the Business Corporation Law, does hereby certify and set forth:

- TECH-MD INC.**

[3] TECH-MD INC., shall commence doing business within the State of Florida, only, upon qualification by the Department of State of that State.

Faber & Company, Ltd.  
4029 Bee Ridge Road, PMB 5101  
Sarasota, Florida 34233  
Rudy Ribeiro, Agent

Signed: Rudy Ribeiro  
Rudy Ribeiro, Agent

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Rudy Ribeiro  
President/Director

Faber & Company, Ltd. 4029 Bee Ridge Rd. PMB 5101  
Sarasota, Florida 34233

Christopher P. Tomaras  
Secretary/Treas./Director

Faber & Company, Ltd. 4029 Bee Ridge Rd. PMB 5101  
Sarasota, Florida 34233

[6] The nature of the business which TECH-MD INC., shall conduct within the State of Florida is as follows:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law exclusive of any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained; subject to any express limitations set forth herein, or in the Business Corporation Law.

To create, manufacture, contract for, buy, sell, import, export, distribute, job, market, advertise and generally deal and trade in and with, whether at wholesale or retail, and as principal, agent, broker, factor, commission merchant, franchisor or franchisee, licensor, licensee, or otherwise; any and all kinds of technology, goods, wares and merchandise; and in connection therewith or independent thereof, to construct, establish and maintain, by any manner or means, factories and mills, buying offices, distribution centers, franchises, specialty and other shops, stores, mail-order establishments, the internet, and any and all other departments, sites, and locations necessary, convenient or useful in the furtherance of any businesses of the Corporation.

To export from and import into the United States of America and its' territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with, at wholesale and retail, merchandise of every kind and nature for exportation from and importation into the United States, and to and from all countries foreign thereto; and to engage in the purchase and sale of merchandise necessary to the functioning of a foreign and domestic exporting and importing business.

To take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, clear, develop, redevelop, manage, operate, maintain, control, license the use of, publicize, advertise, promote and generally deal in and with, whether as principal, agent, broker or otherwise, real and personal property of all kinds, and without limiting the generality of the foregoing, stores, markets, supermarkets, departments, and centers, merchandising outlets of all kinds, parking areas, offices and establishments of all kinds, and to engage in the purchase, sale, lease and rental of equipment and fixtures for the same and for other enterprises, for itself or on behalf of others

To carry on a general mercantile, industrial, investing and trading, consumer and marketing resource business, in all its branches to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license, as licensor or licensee, lease, as lessor or lessee, distribute, job, enter into negotiate, execute, acquire and assign contracts in respect of, acquire, receive, grant and assign licensing arrangements, options, franchises and other rights in respect of and generally deal in and with, at wholesale

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and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor or in any lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal and mixed property of any and all kinds, together with the components, resultants and by-products thereof: to acquire by purchase or otherwise own, hold, lease, mortgage, sell or otherwise dispose of, erect, construct, make, alter, enlarge, improve and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, store houses, buildings and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto and all acts proper or necessary for the purpose of the business.

Directly, or through ownership of stock in any corporation, to purchase, lease, rent, exchange, or otherwise acquire real estate and property; either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, motels, stores, offices, warehouses, mills, shops, factories and plants and all structures and erections of any description on any lands owned, held, rented or leased by the corporation, or upon any other lands; to lease or sublet offices, stores, apartments and other space in such building or buildings, and to sell, rent, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge, alienate or otherwise dispose of any such real estate and property, and any interest therein.

To acquire by purchase, lease or manufacture, or otherwise, any personal property deemed necessary or proper or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the corporation.

To purchase or otherwise acquire, hold, exchange, pledge hypothecate, sell, deal in and dispose of mortgages covering any kind of real and personal property, tax liens and transfers of tax liens on real estate.

To make, enter into, perform and arrange for carrying out contracts for constructing, building, altering, improving and repairing decorating, maintaining, furnishing and fitting up buildings, tenement and structures of every description, and to advance money to and enter into agreements of all kinds with building contractors, property owner and others, for said purpose.

To acquire by purchase, subscription, underwriting or otherwise and to own, hold for investment, or otherwise, and to use, sell, assign transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wherever situated including shares and bonds, debentures, notes, scrip, securities evidences of indebtedness contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or

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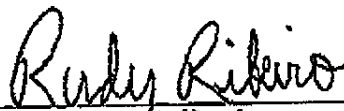
of the United States or any State, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess an exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to a corporation by such statute.

[7] The total number of shares which the Corporation is authorized to issue is one hundred million (100,000,000) shares, all of which are to be at one tenth of a penny (\$.001) par value.

IN WITNESS WHEREOF, I have signed this Certificate on this 26th day of January, 2001, and I affirm the statements contained herein a true, under penalties of perjury.



Rudy Ribeiro  
President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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State of Delaware

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PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TECH-MD INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TECH-MD INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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01 JAN 26 AM 11:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0938194

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