

F010000003816

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DISTRIBUIDORA MEDICAL KEIKO, C.A.
(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:

HECTOR L. ALVAREZ

(Name of Person)

N/A

(Firm/Company)

9619 FOUNTAINBLEU BLVD #410

(Address)

MIAMI, FLORIDA 33172

(City/State and Zip code)

01 JUL 17 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 7/19
FILED

For further information concerning this matter, please call:

500004481895--8
-07/18/01--01004--003
*****87.50 *****87.50

HECTOR L. ALVAREZ at (305) 525-7144 or 559-6363
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

26P

**APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT
BUSINESS IN THE STATE OF 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. The name of the 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:

DISTRIBUIDORA MEDICAL KEIKO, COMPANIA ANONIMA

2. The state or country under the law of which it is incorporated:

REPUBLICA DE VENEZUELA ESTADO NUEVA ESPARTA

3. FEI number, if applicable: **NOT APPLICABLE**

4. Date of incorporation: **MARCH 24, 1999**

5. Duration: Year corporation will cease to exist or "perpetual": **PERPETUAL**

6. Date first transacted business in Florida. If corporation has not transacted business in Florida,
Insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

UPON QUALIFICATION

7. Principal corporate office address: **9619 Fontainebleau Blvd Suite 410, Miami, FL 33172**


Current mailing address: **SAME**

8. Purposes of the corporation authorized in home state or county to be carried out in that State of
Florida: **Re-seller of medical supplies & equipment to be imported & exported
national and internationally.**

9. Name and street address of Florida registered agent: **Mr. Hector L. Alvarez**
9619 Fontainebleau Blvd #410, Miami, Florida 33172

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, **Hector L. Alvarez**, hereby accept the appointment
as register agent and agree to act in this capacity. I, **Hector L. Alvarez**, 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 register agent.

X. 
Registered Agent's Signature
Hector L. Alvarez

STATE OF FLORIDA}

COUNTY OF MIAMI-DADE}

Before me, the undersigned authority, personally appeared **Hector L. Alvarez**, who is personally known
to me and who has produced **Florida Driver's License #A416-332-70-291-0**,
As identification and who after being duly sworn deposes and says that the foregoing has been read and
the facts therein are true and correct.

X.  **SWORN AND SUBSCRIBED** to before me this **17th** day of **May**, 2001.

NOTARY PUBLIC - State of Florida at Large
Christina Hancock-Morin
Commission No. CC759309
My Commission EXP. JULY 14, 2002.

OFFICIAL NOTARY SEAL
CHRISTINA MORIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC759309
MY COMMISSION EXP. JULY 14, 2002

FILED
01 JUL 17 AM 10:11
TALLAHASSEE FLORIDA
SECRETARY OF STATE

11. Attached is a certificate of existence known as "**CERTIFICATION OF SOLVENCY**" duly authenticated by the **Venezuelian Embassy**, 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 business addresses of officers and / or directors:

A. DIRECTORS

Chairman: **JOSE FRANCISCO HUIZI C.**
15653 SW 96 TERRACE
MIAMI, FLORIDA 33196

Director: **HECTOR L. ALVAREZ**
9619 FONTAINBLEAU BLVD #410
MIAMI, FLORIDA 33172

B. OFFICERS

President: **JOSE FRANCISCO HUIZI C.**
15653 SW 96 TERRACE
MIAMI, FLORIDA 33196

Vice President: **BETTY CASTANO LUX**
CALLE LOS PAPAGAYOS QUITA GETNELYS PB-1
URB. EL PARAISO
PAMPATAR NUEVA ESPARTA, VENEZUELA
SOUTH AMERICA

Secretary: **HECTOR L. ALVAREZ C.**
9619 FONTAINBLEAU BLVD. #410
MIAMI, FLORIDA 33172

Treasure: **JOSE FRANCISCO HUIZI C.**
15653 SW 96 TERRACE
MIAMI, FLORIDA 33196


13. X 
Signature of (President, Chairman, & Treasure)
14. **JOSE FRANCISCO HUIZI C.**

STATE OF FLORIDA}

COUNTY OF MIAMI-DADE}

Before me, the undersigned authority, personally appeared **Jose Francisco Huizi C.**, who has produced **a passport from the Republic of Venezuela No.#042309**, as an official identification and who after being duly sworn deposes and says that the foregoing has been read and the facts therein are true and correct.

SWORN AND SUBSCRIBED to before me this **17th** day of **May, 2001**.

X 
NOTARY PUBLIC - State of Florida at Large
Christina Hancock-Morin
Commission No. CC759309
My Commission EXP. JULY 14, 2002.

OFFICIAL NOTARY SEAL
CHRISTINA MORIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC759309
MY COMMISSION EXP. JULY 14, 2002

FILED
01 JUL 17 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Christina Hancock-Morin

PO Box 65-4153
Miami, Fl. 33265-4153
Tel/Fax (305)387-6544 Cel(786)402-0122
Email: christinahancock@att.net

Certification

I, **Christina Hancock-Morin**, Translator/Interpreter, hereby certify under oath that I am competent in English and Spanish and that this is a true and accurate translation of the legal document:

Industrial and Commercial License of Distribuidora Medical Keiko, C.A., registered under License No.13.769, Document No. 2388 in the Republic of Venezuela Nueva Esparta State, Municipality of Mariño City Hall, which is written in the Spanish Language.

June 30, 2001.

Miami, Florida (USA)

Christina Hancock-Morin
Christina Hancock-Morin

FILED
01 JUL 17 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA }

} SS

MIAMI-DADE COUNTY }

On this day personally appeared before me, the undersigned authority duly authorized to administer oaths, the above -named party, **Christina Hancock-Morin**, who being duly sworn under oath, and who produced **Florida Driver's License No.H522-113-65-799-0** as identification, deposes and says that she translated the foregoing document from the Spanish into the English Language and that the translation is true and correct.


SWORN TO AND SIGNED before me this 30th of June, 2001.

Edgar A. Badlissi
Edgar A. Badlissi
Notary Public - State of Florida

OFFICIAL NOTARY SEAL
EDGAR A BADLISSI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC943423
MY COMMISSION EXP. JUNE 7, 2004



REPUBLICA DE VENEZUELA

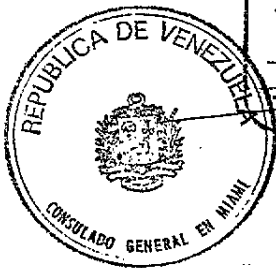
 CONSULADO
GENERAL EN
MIAMI

Nº 109847

Se legaliza la firma que antecede del
Señor KATHERINE HARRIS
.....
Secretario de Estado de
Florida, EE.UU.
.....

Sin prejuizar acerca de ningún otro
extremo de fondo ni de forma.

Miami, 9 de JUL 2001 de 19....



Nancy Da Costa R.
Cónsul

DERECHOS CONSULARES CANCELADOS
PLANILLA # 110802 DE FECHA 9 JUL 2001

EMBLEM

EMBLEM

INDUSTRIAL AND COMMERCIAL LICENSE

REPUBLIC OF VENEZUELA
NUEVA ESPARTA STATE
MUNICIPALITY OF MARIÑO CITY HALL

No. 2388

No. 13.769

Perform as require in the condition of the Article No. 14 of the
Industrial and Commercial License ordinance, grants to:

Proprietor: Distribuidora Medical Keiko, C.A.....

Firm/Trade Name: Distribuidora Medical Keiko, C.A.....

Trade Name: Distribuidora Medical Keiko, C.A.....

Branch of Trade: the sale of surgical and medical equipment and material.....

Address: Calle Ortega con Jesus M. Patiño Centro.Emp. JD.....

Date Issued: June 08, 2001.....

DATE EXPIRES:
SEPTEMBER 30, 2001.

STAMP

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STAMP

STAMP

SEAL
(Illegible Signature)
ELIGIO HERNANDEZ
MAYOR

PLACED IN A VISIBLE LOCATION – ARTICLE 59, ORDINANCE OF INDUSTRIAL AND COMMERCIAL LICENSE

TRANSLATOR: Christina Hancock-Morin
PO Box 65-4153, Miami, fl. 33265-4153
Tel/Fax (305)387-6544 Cel(786)402-0122
Email: christinahancock@att.net



NOTARY ID: NO.
916496

COMMISSION NO.
CC 940423

STATE OF FLORIDA
Executive Department

I, Jeb Bush, Governor of Florida, by virtue of the authority vested in me
by the Constitution and Laws of this State,
do hereby commission

Edgar A Badilissi

to be

NOTARY PUBLIC

In and for the State of Florida

from June 8, 2000 through June 7, 2004 and in the
Name of the People of the State of Florida to have, hold and exercise the said office and
all the powers and responsibilities appertaining thereto, and to receive the privileges
and emoluments thereof in accordance with the law.

In Testimony Whereof, I do hereunto set my hand and cause to be affixed the
Great Seal of the State, Tallahassee, Florida.

Jeb Bush
Governor

Kathleen Harris
Secretary of State

CONSULADO GENERAL DE



REPUBLICA DE VENEZUELA
ESTADO NUEVA ESPARTA
ALCALDIA DEL MUNICIPIO MARIÑO

LICENCIA DE INDUSTRIA Y COMERCIO

Nº 2388

Nº 13.769

01 JUL 17 AM 10:22
SECRETARIA DE INDUSTRIA Y COMERCIO
LA HABANA, CUBA

FILED

Cumplido como ha sido lo establecido en el Artículo Nº 14 de la Ordenanza sobre Patente de Industria y Comercio, se otorga la presente a:

Propietario: DISTRIB. MEDICAL KEIKO, C . A

Razón Social: DISTRIB. MEDICAL KEIKO, C . A

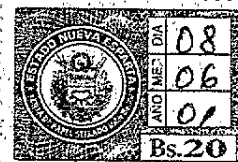
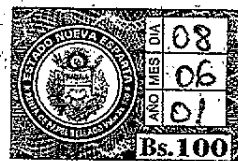
Denominación Comercial: DISTRIB. MEDICAL KEIKO, C . A

Ramo: VENTA DE MATERIALES MEDICOS QUIRURGICOS

Dirección: CALLE ORTEGA CON JESUS M. PATIÑO CTRO. EMP. JD.

Expedida el: 08 DE JUNIO DE 2.001

VENCE :
30/09/01




ELIGIO HERNANDEZ
ALCALDE DEL MUNICIPIO

COLOCAR EN LUGAR VISIBLE - ARTICULO 59, ORDENANZA PATENTES DE INDUSTRIA Y COMERCIO



REPUBLICA DE VENEZUELA

 CONSULADO
GENERAL EN
MIAMI

Nº. 109848

Se legaliza la firma que antecede del
Señor KATHERINE HARRIS
Secretario de Estado de
Florida, EE.UU.

Sin prejuzgar acerca de ningún otro
extremo de fondo ni de forma.

Miami, 09 JUL 2001 19....



Nancy Da Costa R.
Cónsul

DERECHOS CONSULARES CANCELADOS
PLANILLA # 110803 DE FECHA 09 JUL 2001

EMBLEM
BOLIVIANA REPUBLIC OF VENEZUELA
NUEVA ESPARTA STATE
MUNICIPALITY OF MARIÑO CITY HALL

No. 0538

CERTIFICATE OF MUNICIPAL SOLVENCY

The Director of the department of tax revenue of city hall has register that:

Distribuidora Medical Keiko, C.A
Patent/License No. 13.769
Calle Ortega con Jesus M. Patiño Centro.Emp. JD

Has made the municipal tax payments on this solvency , valid thru:
3rd trimester of the 2001

CONCEPT(JUDGEMENT): SOLE ORIGINAL

Solvency of Industrial and Commercial License according to present ordinance.

This petition expires only at Porlamar, at the
5th day of the month of June, 2001.

SEAL
(ILLEGABLE SIGNATURE)

Director of Tax Collection Department

STAMP

SEAL
(ILLEGABLE SIGNATURE)

Mayor of the Municipality of Mariño - Porlamar

STAMP

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PLACED IN A VISIBLE LOCATION – ARTICLE 59, ORDINANCE OF INDUSTRIAL AND COMMERCIAL LICENSE

~~~~~  
**TRANSLATOR:** Christina Hancock-Morin  
PO Box 65-4153, Miami, fl. 33265-4153  
Tel/Fax (305)387-6544 Cel(786)402-0122  
Email: christinahancock@att.net



NOTARY J.D. NO.  
916696

COMMISSION NO.  
CC 943423

**STATE OF FLORIDA**  
**Executive Department**

I, Jeb Bush, Governor of Florida, by virtue of the authority vested in me  
by the Constitution and Laws of this State,  
do hereby commission

**Edgar A Badlissi**  
to be

**NOTARY PUBLIC**

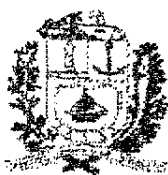
in and for the State of Florida  
from June 8, 2000 through June 7, 2004 and in the

Name of the People of the State of Florida to have, hold and exercise the said office and  
all the powers and responsibilities appertaining thereto, and to receive the privileges  
and emoluments thereof in accordance with the law.

In Testimony Whereof, I do hereunto set my hand and cause to be affixed the  
Great Seal of the State, Tallahassee, Florida.

*Jeb Bush*  
Governor

*Katherine Harris*  
Secretary of State



REPÚBLICA BOLIVARIANA DE VENEZUELA  
ESTADO NUEVA ESPARTA  
ALCALDIA DEL MUNICIPIO MARINÓ

No. 0538

FILED  
01 JUL 17 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## CERTIFICADO DE SOLVENCIA MUNICIPAL

El Director de Rentas de este Municipio hace constar que:

|                           |
|---------------------------|
| DIST. MEDICAL KEIKO, C.A. |
| PATENTE 13769             |
| CALLE ORTEGA              |
|                           |
|                           |

Está solvente en el Pago de sus Impuestos Municipales hasta:  
El (3er). TERCER Trimestre de 2.001

**CONCEPTO: UNICO**

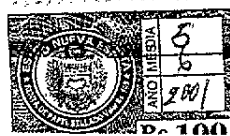
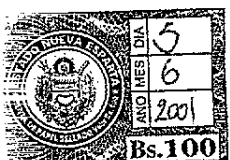
Solvencia sobre **Patente de Industria y Comercio** según Ordenanza Vigente.

A petición se expide en Porlamar, a los:

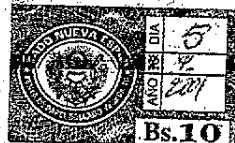
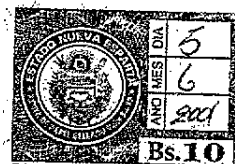
05 días del mes de JUNIO de 2.001



Director de Recaudación



Alcalde del Municipio Marino - Porlamar



**EMBLEM**

**REPUBLIC OF VENEZUELA  
DEPARTMENT OF JUSTICE  
FIRST COMMERCIAL REGISTRY  
OF THE JUDICIAL DISTRICT OF THE STATE OF NUEVA ESPARTA**

SEAL

DR. ANDREA VASQUEZ SALAZAR, FIRST COMMERCIAL REGISTRAR OF THE  
JUDICIAL DISTRICT OF THE STATE OF NUEVA ESPARTA

**C E R T I F I E S**

SEAL

**FILED**  
01 JUL 17 AM 10:11  
CLERK OF STATE  
TALLAHASSEE FLORIDA

THAT THE FOLLOWING DOCUMENT FILED IN THE COMMERCIAL REGISTRY,  
AS WELL AS THE PARTICIPATION, NOTE AND DOCUMENT COPIED HEREIN,  
ARE TRUE COPIES OF THE ORIGINAL DOCUMENTS REGISTERED IN  
VOLUME: 17 A, NUMBER: 20. THE CONTENTS ARE AS FOLLOWS:

SEAL

THIS FOLIO BELONGS TO:  
DISTRIBUIDORA MEDICAL KEIKO, C.A.  
28/ISE



(Illegible signature)

Citizen

First Commercial Registrar of the Judicial District of the State of Nueva Esparta.

His office.-

I, FRANCISCO HUIZI CLAVIER, Citizen of Venezuela, adult, bearer of Identity Card N° 3.475.568, resident, authorized agent by the Commercial Corporation DISTRIBUIDORA MEDICAL KEIKO, C.A., to carry out this function and in compliance with the law, appear before you and present: Copy of the Articles of Incorporation, of the principal I represent. I hereby request a certified copy of the same after it has been approved and registered, as well as a copy of the Participation and of the Decree, to comply with the publication required by the Law. Attached is a copy of the bank statement, which demonstrates that the payment of twenty percent (20%) of the capital stock has been done.

Porlamar, on the third of March of nineteen ninety nine.

(Illegible signature)

SEAL/STAMP

SEAL/STAMP

STAMP

SEAL/STAMP

SEAL/STAMP

STAMP



EMBLEM

**REPUBLIC OF VENEZUELA**  
**DEPARTMENT OF JUSTICE**  
**FIRST COMMERCIAL REGISTRY**  
OF THE JUDICIAL DISTRICT OF THE STATE OF NUEVA ESPARTA

SEAL

La Asunción, twenty fourth (24) of March of nineteen hundred and ninety nine (1999).....(188 and 140). Declares the foregoing participation as presented. The legal requirements have been fulfilled. It shall be filed in the Commercial Registry together with the presented document: File and publish in the respective volume; preparation of the Corporation's file and registration of the original document along with a copy of the Articles of Incorporation and other attachments. Expedite the publication copy. The foregoing document, written by DR. RUTH LLERANDI, is registered in the Commercial Registry under N° -20-, VOLUME -17-A. All rights paid Bs. 40830.00 according to list RM N° 31037, BANK N° 537580 for Bs. 35160.00. Identification as follows: JOSE HUIZI, I.D. 3475568

The First Commercial Registrar  
Dr. ANDREA VASQUEZ SALAZAR

SEAL

SEAL

THIS PAGE BELONGS TO:  
DISTRIBUIDORA MEDICAL KEIKO, C.A.  
CON/28/ISE





**ARTICLES OF INCORPORATION  
OF THE COMMERCIAL CORPORATION  
"DISTRIBUIDORA MEDICAL KEIKO, C.A."**

"We, JOSE FRANCISCO HUIZI C.S. and BETTY CASTAÑO, adults, businesspeople, divorced, the first named party a citizen of Venezuela, the second named party a citizen of Colombia, residents of Venezuela, bearer of Identity Cards N° 3.475.568 and N° E-933062 respectively, who reside in Porlamar, Autonomous Municipality of Mariño in the State of Nueva Esparta, hereby declare: We have agreed to form an incorporated company, which will be ruled by the following clauses, which have been drafted in such way that they can also be acknowledged as the Articles of Incorporation."

**NAME, ADDRESS, NATURE OF BUSINESS AND TERM OF EXISTENCE**

**FIRST:** The name of the corporation shall be:

**DISTRIBUIDORA MEDICAL KEIKO, C.A.**

**SECOND:** The Corporation shall be headquartered in the city of Pampatar, State of Nueva Esparta. There are no limitations as to the establishment of other subsidiaries, agencies or offices within the state or within national boundaries or abroad. In such event, the Commercial Registrar shall be properly notified in advance.

**THIRD:** The nature of the business shall include the purchase and/or sale of merchandise, wholesale or retail, of any nature, type and description of surgical medical materials, as well as the export and import of the same; the Corporation shall transact any and all lawful business permitted under the Law of the country.



**FOURTH:** The term of existence shall be of fifty (50) years, beginning on the day of registration in the Commerce Registry. The Stockholders General Assembly will decide whether the corporation's term of existence shall be extended or dissolved.

### **CAPITAL STOCK AND SHARES**

**FIFTH:** The capital of the corporation amounts to ONE MILLION BOLIVARS (Bs. 1.000.000.000), divided in ONE HUNDRED SHARES (1,000)<sup>i</sup> of Common Stock at ONE THOUSAND BOLIVARS (Bs. 1,000.00) par value per share. The attached bank statement demonstrates that twenty percent of the total capital stock has been rendered.

**SIXTH:** The shareholder BETTY CASTAÑO LUX has subscribed FIVE HUNDRED (500) shares and the shareholder JOSE FRANCISCO HUIZI C. has subscribed FIVE HUNDRED (500) shares. Both shareholders have paid twenty percent (20%) of the subscribed capital stock.

**SEVENTH:** Each shareholder is awarded a vote per share in the Shareholder's Meetings, which grants the owners the same rights and prerogatives. In the event of sale, permutation, transfer, pledge, stock issuance due to capital increase, etc. the shareholders shall have the right to buy stock in proportion to the percentage paid. This right shall be maintained for a period of fifteen calendar days, beginning the day of the written notification to the Members of the Board, with due copy provided by the offerer, which shall have the date and the signature of one of the Members of the Board or of his legal representative, or the date in which the capital increase was decided. The aforementioned period will not apply if all shareholders or their representatives are present during the Assembly and if they decide to waive this right.

---

<sup>i</sup> Translator: Susan Schuler-Lopez, 15721 SW 82 St., Miami, FL 33193  
Tel/Fax: 305-380-9348 Cell. 305-562-2689

## **ASSEMBLIES**

**EIGHT**: The General Assembly, legally constituted, shall be the maximum authority of the Corporation; it represents all the shareholders and the decisions taken by the Assembly shall be of obligatory compliance for all the shareholders, whether in accordance with the same or not, and even if they should not have attended to the meeting, with the exception of the stipulations of Article 282' of the Code of Commerce. The shareholders who cannot attend the Assembly have the right to be represented by their legal representatives, power of attorney or other indubitable means.

**NINTH**: The Regular Meeting shall take place any day during the first trimester after the closure of the fiscal year of the Corporation.

**TENTH**: Any one of the directors or their legal representative may summon a meeting, which shall meet the requirements stipulated in Article 278' in the Code of Commerce. Said summon shall be published seven days prior to the date of the meeting in any local newspaper that is distributed in the area of the business location. However, the announcement in the newspaper and the seven-day term are not necessary, if the shareholders that own one hundred percent of the capital stock meet and decide to form an Assembly.

**ELEVENTH**: The quorum for the Assemblies shall be established by the assistance of at least seventy five per cent (75%) of the shareholders or their representatives. The decisions taken require at least seventy five per cent (75%) of approval votes of the existing shares or represented in the Assembly that was legally established.

## **MANAGEMENT AND ADMINISTRATION**

**TWELTH**: The management and administration of the Corporation shall be under the responsibility of one (1) Executive Manager and one (1) General Manager, who



may be shareholders or not, and who shall be elected by the Assembly. The duration of these functions shall be of five years (5) and shall be carried out until replaced or reelected. The Assembly shall, by any motive and at any time, remove, replace or dismiss said managers and name a substitute. According to the stipulations in Article 244 of the Code of Commerce, said manager shall deposit to the capital stock the sum of fifty (50) shares if he/she is a shareholder, and if not a shareholder, he/she shall deposit the amount for the same number of shares.

**THIRTEENTH:** The General Manager has broad administrative powers and disposition of the corporation's assets, by which his sole signature binds the property of the company and makes the Corporation liable before third parties. The functions, among others, of the General Manager are: a.) The administration and negotiation of company matters; b.) To name and remove all employees and determine their remuneration and obligations; c.) To authorize and award all type of contracts, loans, from checking, bank and commercial accounts, of any other type or nature, as well as mortgage or in any other way establish liens over the property of the Corporation and in general, to make any decisions, subscribing for these the required documents to the Notary or Public Registry Offices; d.) To open, close, move bank accounts, whereas the signatures of the Directors shall not be required; e.) To issue, accept, endorse, guarantee, discount and protest about, bills of exchange, checks, promissory notes and other commercial transactions; f.) Summon the Assemblies and be responsible for effectuating its decisions; g.) To represent the Corporation judicially or extrajudicially, either as plaintiff or defendant and to grant special or general powers, judicial or administrative and of disposition, awarding all power, which he considers convenient and to revoke the same at any time; h.) To summon the Board of Directors to a monthly meeting; i.) To represent the Corporation before any type of civil authorities, administrative, executive, regionally or internationally; and j.) To exercise all necessary functions for the development of the business, unless otherwise stipulated in the Corporation's normative.



**EXCEPTION:** The favorable decision of the Board of Directors is required in order to grant bails, endorsements or guarantees of any type, which in any way may compromise the property of the Corporation. Said decision shall be attached in written form to the document pertaining every individual case.

#### **THE COMMISSIONER**

**FOURTEENTH:** The Assembly shall name one (1) Commissioner for a five (5) year term, who shall fulfill the functions established in the Commerce Code.

#### **FISCAL YEAR, BALANCE AND DISTRIBUTION OF PROFIT**

**FIFTEENTH:** The fiscal year of the Corporation shall begin the 1<sup>st</sup> of January and shall end the 31<sup>st</sup> of December of the same year. As an exception, the first period shall begin the day of registration in the Commercial Registration, and shall end the 31<sup>st</sup> of December of the fiscal year.

**SIXTEENTH:** At the end of each period the accounting books shall be closed and an inventory shall be made to create profit and loss statements, as well as the general balance sheet.

**SEVENTEENTH:** At least five (5) per cent from the annual gross profit shall be separated in order to form the reserve required by law, until the amount of such fund reaches ten (10) per cent of the capital stock; The same shall apply to form the reserve for Social Service, Social Security, Ince, Income Tax, and any other tax liability, contribution or tax payment. The remaining balance shall then be distributed among the partners in form of dividends, in proportion to the shares that each shareholder owns.



## TEMPORARY PROVISIONS

**EIGHTEENTH:** Everything foreseen in the Incorporation Papers shall be governed by the regulations promulgated in the Code of Commerce, including its liquidation.

**NINETEENTH:** Following appointees are hereby named for the first period:  
GENERAL MANAGER: José Francisco Huizi C., EXECUTIVE MANAGER: Betty Castaño L., COMMISSIONER: Pedro Padrón, bearer of Identity Card N° V-3.224.386, certified public accountant, registered in the Public Accountants Association under N° 876.

The citizen JOSE FRANCISCO HUIZI, identified above, is hereby authorized to request a certified copy of the presented document, as well as to present the required participation before the Commercial Registrar and to sign the corresponding books. (Illegible signature). BETTY CASTAÑO LUX. (Illegible signature). JOSE FRANCISCO HUIZI.

(Illegible signature)

(Illegible signature)

SEAL



LA ASUNCION, TWENTYNINTH (29) OF MARCH (03) OF NINETEEN HUNDRED AND NINETY NINE. (SIGNED) JOSE HUIZI, DR. ANDREA VASQUEZ SALAZAR. PRESENT CERTIFIED COPY OF PUBLICATION IS EXPEDITED ACCORDING TO LIST N° 31037.

28/ISE

SEAL

(Illegible signature)

Dr. ANDREA VASQUEZ SALAZAR

FIRST COMMERCIAL REGISTRAR

<sup>1</sup> Translators Note: In the original Spanish text they wrote One Hundred Shares. Correctly, they should have written One Thousand Shares.



**SUSAN SCHULER-LOPEZ**

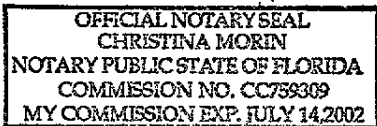
15721 SW 82 Street ► Miami, FL 33193  
Tel/Fax (305) 380-9348 ► Cell. (305) 562-2689  
E-Mail: [ssusanschuler@aol.com](mailto:ssusanschuler@aol.com)

**CERTIFICATION**

I, Susan Schuler-Lopez, Translator/Interpreter, graduate of the University of Cologne, Germany, hereby certify that I am competent in English/German and Spanish and that this is a true and accurate translation of the legal documents: Articles of Incorporation of Distribuidora Medical Keiko, C.A. registered under N° 20, Volume 17A in the First Commercial Registry in the State of Nueva Esparta, which are written in the Spanish language.

June 25, 2001  
Miami, Florida

Susan Schuler-López

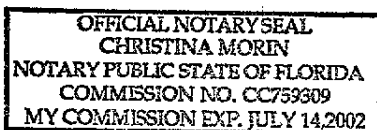


STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

On this day personally appeared before me, the undersigned authority duly authorized to administer oaths, the above -named party, **SUSAN SCHULER-LOPEZ**, who being duly sworn, and who produced Florida Driver's License as identification, deposes and says that she translated the foregoing document from the Spanish into the English language and that the translation is true and correct.

SWORN TO AND SIGNED before me this 25<sup>th</sup> of June , 2001.

Christina Hancock-Morin  
Notary Public – State of Florida







REPUBLICA DE VENEZUELA



CONSULADO  
GENERAL EN  
MIAMI

Nº 109849

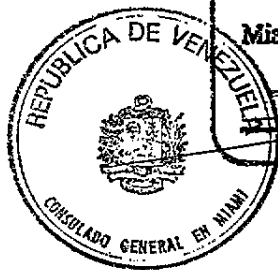
Se declara la firma con autoridad del

KATHERINE HARRIS

Secretario de Estado de  
Florida, EE.UU.

Sin prejuicio acerca de ningún otro  
extremo de fondo ni de forma.

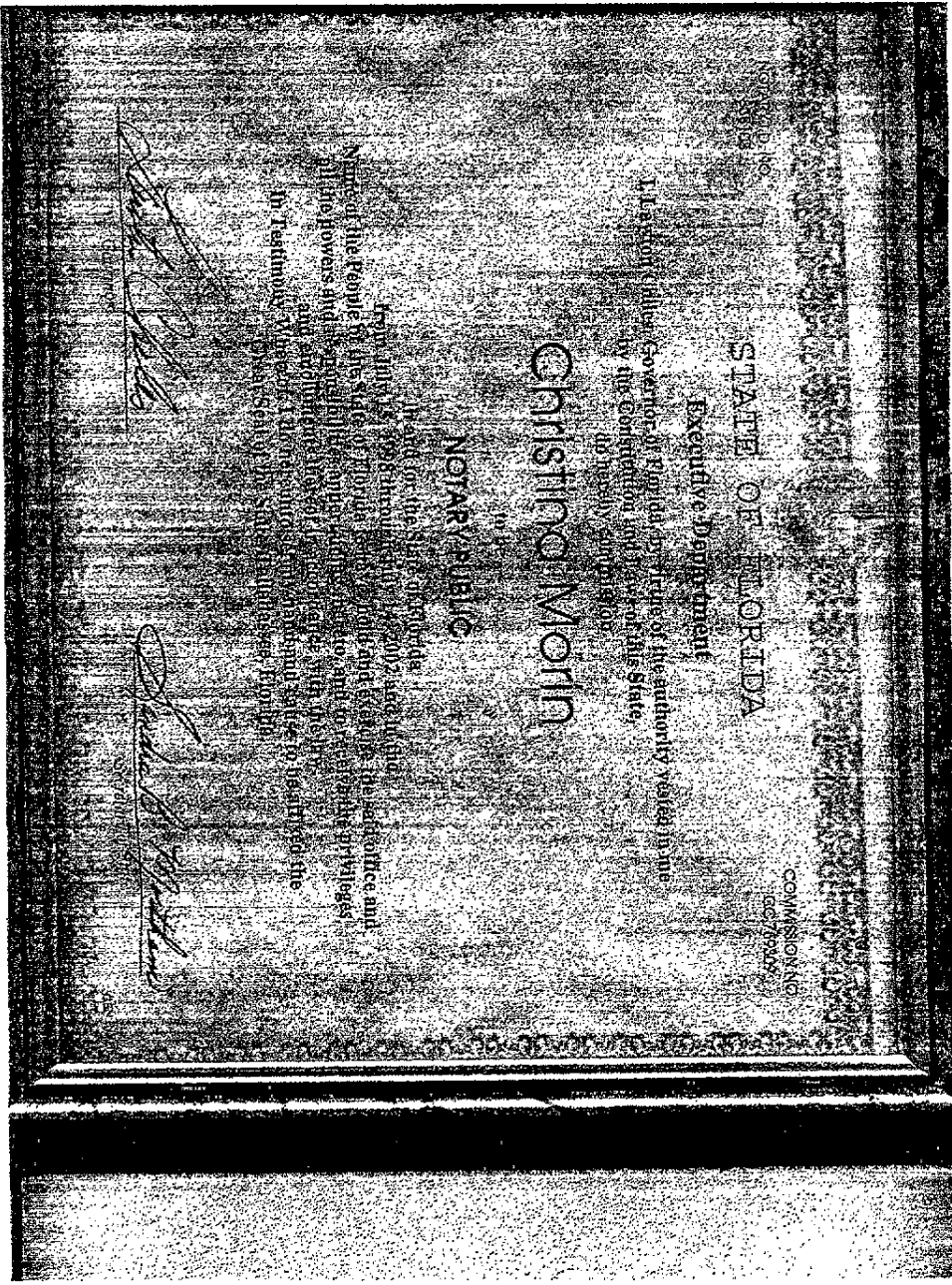
Miami, 09 JUL 2001 de 19....



Nancy Da Costa R.  
Cónsul

DERECHOS CONSULARES CANCELADOS  
PLANILLA # 110802 DE FECHA 9 JUL 2001

FILED  
01 JUL 17 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



STATE OF FLORIDA

Executive Department

I, Governor of Florida, do hereby certify that the following is a true and correct copy of the Constitution and the laws of the State, as they now stand.

Christina Morn

NOTARY PUBLIC

It is the duty of the State, to protect the rights of the people, and to preserve the peace and order of the State. It is the duty of the State, to protect the rights of the people, and to preserve the peace and order of the State. It is the duty of the State, to protect the rights of the people, and to preserve the peace and order of the State.

*[Signature]*

*[Signature]*