

# F98000001244

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: PARAMEDICAL LTDA.  
(Name of corporation - must include suffix)

700002448457--1  
-03/05/98--01002--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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:

Ruben D. Alzate  
(Name of Person)  
PARAMEDICAL LTDA.  
(Firm/Company)  
9781 NW 25th Court  
(Address)  
Fort Lauderdale FL 33322  
(City/State/Zip)

FILED  
98 MAR -1 PM 12:29  
TALLAHASSEE, FLORIDA

4/3/4

Should you need to call someone concerning this matter, please call:

RUBEN D ALZATE at (954) 572-5655  
(Name of Person) (Area Code & Daytime Telephone Number)

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN 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. PANAMEDICAL LTDA, CO.  
(Name of 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.)

2. Colombia 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 20 1994 5. August 9 2009  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. \_\_\_\_\_  
9781 NW 25th Court Fort Lauderdale FL 33322  
(Current mailing address)

8. Commercialization of Medical equipment  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

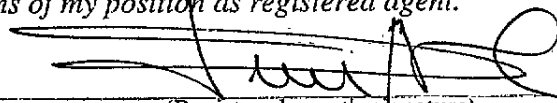
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Ruben D. Alzate

Office Address: 9781 NW 25th Court  
Fort Lauderdale, Florida, 33322  
(Zip Code)

**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 hereby accept the appointment as registered agent and agree to act in this capacity. I 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 registered agent.*

  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, 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 addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: FABIOLA Gonzalez de GOMER

Address: CALLE 13 # 32418 ACOP1  
Yumbo - COLOMBIA

Vice President: JACOBO Wiedman lewis

Address: CALLE 13 # 32418 ACOP1

Secretary: PAULA ANDREA Gil

Address: CALLE 13 # 32418

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Fabiola de Góng  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RUBEN D Alzate - REGISTERED AGENT.  
(Typed or printed name and capacity of person signing application)

98 MAR - 1 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

**MILDRED L. BIAGGI**  
**CERTIFIED AMERICAN TRANSLATORS ASSOCIATION**

131 S.W. 63 Avenue  
Plantation, Florida 33317

Telephone: (954) 581-7263  
Fax: (954) 581-2302

TO WHOM IT MAY CONCERN

I herewith certify that the attached is a true and complete translation to English from the original document, contained on four pages of official paper numbered respectively: 4955245/46/47/48, in the Spanish language.

  
Mildred L. Biaggi  
Certified Member 30640 American Translators Association

STATE OF FLORIDA )

COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 3 day of March 1998 by Mildred L. Biaggi who has produced a driver's license B-200-612-19-923 as identification and who did so swear.



Sharon A. Karch  
MY COMMISSION # CC529899 EXPIRES  
February 4, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

  
NOTARY PUBLIC

**SHARON A. KARCH**

FILED  
98 MAR -4 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TRANSLATION

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REPUBLIC OF COLOMBIA

CERTIFICATE OF EXISTENCE AND REPRESENTATION

THE UNDERSIGNED SECRETARY OF THE CHAMBER OF COMMERCE OF CALI  
HEREBY CERTIFIES:

Name: PANAMEDICAL LTD.  
Domicile: CALI, VALLE

Business Address: No. 8B N. 21 48N Street

Legal Notification Address: No. 8B N. 21 48N Street

City: CALI

Registration Number: 385198-03

HEREBY CERTIFIES:

Incorporation: Public Deeds Nos. 2578 and 3145  
of August 9 and 27 and September 1994.

First Notary, Cali  
and First Notary, Cali

Inscribed in the Chamber of Commerce on September 30, 1994  
under Numbers 81392 and 81393 of Volume IX, was incorporated as  
COLMEDICA LTD.

HEREBY CERTIFIES:

through legal instrument 3421 of October 20, 1994,  
The First Notary of Cali  
registered in the Chamber of Commerce on September 30, 1994  
under Number 82001 of Volume IX, the Corporation changed its name  
from COLMEDICA LTD.  
to  
PANAMEDICAL LTD.

HEREBY CERTIFIES:

Life: The corporation is not found to have been dissolved and its duration is until  
August 9 of the year 2009.

Valid only on this side

FILED  
98 MAR -1, PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


## HEREBY CERTIFIES:

**CORPORATE PURPOSE:** The Company shall have as its Corporate Purpose the manufacture, export, representation, distribution and marketing of articles and implements for pharmaceutical, surgical and hospital medical laboratory fields. In development of its corporate purpose the company may carry out the following acts: A) It may purchase equipment, products, parts and all items necessary for the process of manufacture and marketing of the same, within and outside the country; to become part of other companies; and, in general, to carry out all the activities auxiliary and complementary to its corporate purpose. B) to give and receive in guarantees, the material obligations of any nature, and to take them or give them as guarantee, in leased, in bond, in recompense or in any title. D) To subscribe stock or take interest in enterprises or companies, which facilitate or contribute to the development of its operations. E). To enter into business contracts of all its types, such as transfer, endorsement, protestation, cancellation, surety, giving and receiving letters of exchange, promissory notes or any other effects of business or negotiable documents, and to enter into all classes of operations with banking entities. 1). To purchase or constitute companies of any kind, to be incorporated into constituted or to form mergers with them. F). To make, whether in its own name or for third parties, or in participation with them, whatever types of operations which may be necessary or advisable for achieving the development of the corporate purpose and, in general, in the interest of brevity, to be able to carry out any act or contract directly or indirectly related to the corporate purpose whether for the conduct of its own partners or for third parties contracted by the company.

## HEREBY CERTIFIES:

**REPRESENTATION AND ADMINISTRATION OF THE COMPANY:** Each and every one of the partners delegates the representation and administration of the company to a manager, who shall have the legal representation of the company and enter into and carry out the acts included within the corporate purpose and which have direct relationship with the existence and functioning of the company. In performing such functions the manager shall be the administrator of corporate business and shall have the use of the corporate purpose and represent the company legally and extra-legally, in order to transfer to any title the corporate property, both movable and real, to alter the form of any of them, to make compromises and to undertake corporate business of any kind, in amounts over 500 minimum monthly salaries, to require prior and express authorization of the board of stockholders, it being understood that the limitation is anticipated by all those acts or contracts that may have to do with the same matter which shall be considered as a single one for purposes of this limitation.

MILDRED L. BIAGGI  
AMERICAN TRANSLATORS ASSOC.  
ATA MEMBER NO. 30640



TRANSLATION

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FUNCTIONS OF THE BOARD OF STOCKHOLDERS, AMONG OTHERS: A) To study and approve the amendments of the bylaws. C). To authorize the manager to sign the acts and contracts indicated in Article Twelve, F) To resolve matters related to the transfer of shares, as well as the admission of new shareholders. G) To decide on the retirement and exclusion of shareholders, H) To order the corresponding shares against the manager or any other person who may fail to meet his (her) obligations and caused damages or harm to the company, I) to constitute reserves from time to time. M) to authorize the manager to enter into acts or contracts for a worth greater than the equivalent of 500 legal minimum monthly salaries.

HEREBY CERTIFIES:

Nominations

Document: LEGAL INSTRUMENT NO. 2578 Date: 08/09/1994  
Origin: FIRST NOTARY - CALI  
Registration Date: 09/30/1994 NO. 81392 Volume: 09

Nominated:

Jacob Weidman Lenis  
Citizen's I.D. 2,452,594  
Manager

Fabiola González de Gómez  
Citizen's I.D. 31,243,949  
First Alternate for the Manager

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


HEREBY CERTIFIES:

Capital and Shareholders: \$2,000,000.00 Ps.  
Divided into: 2,000 shares of nominal value of \$1,000  
each, divided as follows:

Shareholders	<u>Paid in Value</u>
Jacob Weidman	1,000,000.00
Fabiola González de Gómez	1,000,000.00
Total Capital	2,000,000.00

The responsibility of the shareholders is limited to the amount of their respective paid-in values.

HEREBY CERTIFIES:

  
MILDRED L. BIAGGI  
AMERICAN TRANSLATORS ASSOC.  
ATA MEMBER NO. 30640

Valid only on this side

HEREBY CERTIFIES:

That in its name is found registered in the Chamber of Commerce under No. 385199-02  
a business establishment called:  
PANAMEDICAL LTD.  
located at No. 8B, N 21 N 48 Street ,  
Cali  
and renewed for the year of 1997.

HEREBY CERTIFIES:

REGISTRATION RENEWAL; That the company renewed the Mercantile Registration  
on July 14, 1997.

HEREBY CERTIFIES:


That later registrations to the date of this certificate are not shown which might totally or  
partially change its content.

IN WITNESS WHEREOF, I issue this document in Cali on the 9th day of the month of  
September of 1997, Hour: 09:52:22:45.

The Secretary

(signature illegible)

Stamped with seal of Chamber of Commerce, Cali. Certified

  
MILDRED L. BIAGGI  
AMERICAN TRANSLATORS ASSOC.  
ATA MEMBER NO. 30640



ccc 4955245

PAGINA 001

REPUBLICA DE COLOMBIA

CERTIFICADO DE EXISTENCIA Y REPRESENTACION

EL SUSCRITO SECRETARIO DE LA CAMARA DE COMERCIO DE CALI

CERTIFICA

NOMBRE

PANAMEDICA LIMITADA

DOMICILIO CALI VALLE

DIRECCION COMERCIAL CL 48 N No 88 N 21

DIRECCION NOTIFICACION JUDICIAL CL 48 N No 88 N 21

CIUDAD CALI

MATRICULA NRO 385198-03

CERTIFICA

CONSTITUCION ESCRITURAS PUBLICAS NROS 2578 Y 3145

DEL 09 Y 27 DE AGOSTO Y SEPTIEMBRE DE 1994

NOTARIA PRIMERA CALI

Y NOTARIA PRIMERA CALI

INSCRITAS EN LA CAMARA DE COMERCIO EL 30 DE SEPTIEMBRE DE 1994

BAJO LOS NROS 81338 Y 81393 DEL LIBRO IX SE

CONSTITUYO LA SOCIEDAD DENOMINADA

COLMEDICA LIMITADA

CERTIFICA

QUE POR ESCRITURA NRO 3421 DEL 20 DE OCTUBRE

DE 1994 NOTARIA PRIMERA CALI

INSCRITA EN LA CAMARA DE COMERCIO EL 20 DE OCTUBRE DE 1994

BAJO EL NRO 82001 DEL LIBRO IX LA SOCIEDAD CAMBIO SU NOMBRE

DE COLMEDICA LIMITADA

POR EL DE

PANAMEDICA LIMITADA

CERTIFICA

VIGENCIA QUE LA SOCIEDAD NO SE HALLA DISUELTA Y SU DURACION ES

HASTA EL 09 DE AGOSTO DEL AÑO 2009

## C E R T I F I C A

OBJETO SOCIAL. LA SOCIEDAD TENDRA POR OBJETO SOCIAL LA FABRICACION, EXPORTACION, REPRESENTACION, DISTRIBUCION Y COMERCIALIZACION DE ARTICULOS E IMPLEMENTOS PARA EL RENGLON FARMACEUTICO, DE LABORATORIO MEDICO, QUIRURGICO Y HOSPITALARIO. EN DESARROLLO DE SU OBJETO SOCIAL LA SOCIEDAD PODRA REALIZAR LOS SIGUIENTES ACTOS: A) PODRA COMPRAR EQUIPOS, PRODUCTOS, PARTES Y TODO LO NECESARIO PARA EL PROCESO DE FABRICACION Y COMERCIALIZACION DE LOS MISMOS, EN EL PAIS O EN EL EXTERIOR, HACER PARTE DE OTRAS SOCIEDADES Y EN GENERAL REALIZAR TODAS LAS ACTIVIDADES COMPLEMENTARIAS Y ANEXAS A SU OBJETO SOCIAL, B) TOMAR Y DAR DINERO EN MUTUO CON O SIN INTERESES, C) DAR Y RECIBIR EN GARANTIAS LAS OBLIGACIONES BIENES DE CUALQUIER NATURALEZA Y TOMARLOS O DARLOS EN GARANTIA, EN ARRENDAMIENTO EN FIDUCIA, EN USUFRUCTO O A CUALQUIER TITULO, D) SUSCRIBIR ACCIONES, E) TOMAR INTERES EN EMPRESAS, SOCIEDADES QUE FACILITEN O CONTRIBUYAN AL DESARROLLO DE SUS OPERACIONES, F) CELEBRAR EL CONTRATO COMERCIAL DE CAMBIO EN TODAS SUS MANIFESTACIONES, TALES COMO GIRAR, ENDOSAR, PROTESTAR, CANCELAR, AVALAR, DAR Y RECIBIR LETRAS DE CAMBIO, PAGARES O CUALQUIERA OTRAS EFECTOS DE COMERCIO O INSTRUMENTOS NEGOCIABLES Y CELEBRAR TODA CLASE DE OPERACIONES CON ENTIDADES BANCARIAS, G) COMPRAR O CONSTITUIR SOCIEDADES DE CUALQUIER GENERO, INCORPORARSE EN COMPANIAS CONSTITUIDAS O FUSIONARSE CON ELLAS, H) HACER, SEA EN SU PROPIO NOMBRE O POR CUENTA DE TERCEROS O EN PARTICIPACION CON ELLOS, TODA CLASE DE OPERACIONES QUE SEAN NECESARIAS O CONVENIENTES PARA EL LOGRO DEL DESARROLLO DEL OBJETO SOCIAL Y EN GENERAL TENIENDO EN CUENTA QUE LA ENUMERACION NO ES TAXATIVA, PODRA LLEVAR A CARGO TODO ACTO O CONTRATO DIRECTA O INDIRECTAMENTE RELACIONADO CON EL OBJETO SOCIAL BIEN POR CONDUCTO DE SUS PROPIOS SOCIOS O POR TERCEROS CONTRATADOS POR LA SOCIEDAD.

## C E R T I F I C A

REPRESENTACION Y ADMINISTRACION DE LA SOCIEDAD. TODOS Y CADA UNO DE LOS SOCIOS DELEGAN LA REPRESENTACION Y ADMINISTRACION DE LA SOCIEDAD EN UN GERENTE, QUIEN TENDRA LA REPRESENTACION LEGAL DE LA SOCIEDAD Y PODRA CELEBRAR Y EJECUTAR LOS ACTOS COMPRENDIDOS DENTRO DEL OBJETO SOCIAL Y QUE TENGAN RELACION DIRECTA CON LA EXISTENCIA Y FUNCIONAMIENTO DE LA SOCIEDAD. EN CUMPLIMIENTO DE TALES FUNCIONES EL GERENTE SERA EL ADMINISTRADOR DE LOS NEGOCIOS SOCIALES Y TENDRA EL USO DE LA RAZON SOCIAL Y REPRESENTARA A LA SOCIEDAD JUDICIAL O EXTRAJUDICIALMENTE PARA ENAJENAR A CUALQUIER TITULO LOS BIENES SOCIALES, MUEBLES O INMUEBLES, ALTERAR LA FORMA DE UNOS Y OTROS, TRANSIGIR Y COMPROMETER LOS NEGOCIOS SOCIALES DE CUALQUIER INDOLE EN CUANTIA SUPERIOR A 500 SALARIOS MINIMOS MENSUALES, REQUERIRA AUTORIZACION PREVIA Y EXPRESA DE LA JUNTA DE SOCIOS, ENTENDIENDOSE QUE LA LIMITACION ESTA PREVISTA PARA TODOS AQUELLOS ACTOS O CONTRATOS QUE VERSEN

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PAGINA 003

SOBRE UN MISMO ASUNTO QUE SE TENDRAN COMO UNO SOLO PARA EFECTOS DE ESTA LIMITACION

FUNCIONES DE LA JUNTA DE SOCIOS ENTRE OTRAS: A) ESTUDIAR Y APROBAR LAS REFORMAS DE LOS ESTATUTOS. C) AUTORIZAR AL GERENTE PARA EJECUTAR LOS ACTOS Y CONTRATOS INDICADOS EN EL ARTICULO DECIMO SEGUNDO, Y RESOLVER LO RELATIVO A LA CESION DE CUOTAS, ASI COMO LA ADMISION DE NUEVOS SOCIOS. G) DECIDIR SOBRE EL RETIRO Y EXCLUSION DE SOCIOS. H) ORDENAR LAS ACCIONES QUE CORRESPONDAN CONTRA EL GERENTE O CUALQUIERA OTRA PERSONA QUE HUBIERE INCUMPLIDO SUS OBLIGACIONES Y OCASIONADO DAÑOS O PERJUICIOS A LA SOCIEDAD. I) CONSTITUIR LAS RESERVAS OCASIONALES. Y AUTORIZAR AL GERENTE LA CELEBRACION DE ACTOS O CONTRATOS POR VALOR SUPERIOR AL EQUIVALENTE DE 500 SALARIOS MINIMOS LEGALES MENSUALES.

C E R T I F I C A

NOMBRAMIENTOS

DOCUMENTO ESCRITURA

NRO. 2578

FECHA 1994/08/09

ORIGEN NOTARIA PRIMERA CALI

FECHA INSCRIPCION 1994/09/30

NRO. 31392

LIBRO 09

FUERON NOMBRADOS

JACOB WIEDMAN LENTIS

C.C. 2.452.594

GERENTE

FABIOLA GONZALEZ DE GOMEZ

C.C. 31.243.949

PRIMER SUPLENTE DEL GERENTE

C E R T I F I C A

CAPITAL Y SOCIOS \$2.000.000,00

DIVIDIDO EN 2.000 CUOTAS DE VALOR NOMINAL DE \$1.000

CADA UNA, DISTRIBUIDO ASI:

SOCIOS VALOR APORTES

JACOB WIEDMAN 1.000.000,00

FABIOLA GONZALEZ DE GOMEZ 1.000.000,00

TOTAL DEL CAPITAL \$2.000.000,00

LA RESPONSABILIDAD DE LOS SOCIOS QUEDA LIMITADA AL MONTO DE SUS RESPECTIVOS APORTES

C E R T I F I C A



ccc 4955248

PAGINA 004

CERTIFICA

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO  
EL NRO. 385199-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO  
PANAMEDICA LIMITADA  
UBICADO EN LA CL. 48 N. No. 88 N. 21  
DE CALI  
Y RENOVÓ POR EL AÑO DE 1997

CERTIFICA

RENOVACION MATRICULA QUE LA SOCIEDAD EFECTUO LA RENOVACION DE  
SU MATRICULA MERCANTIL EL 14 DE JULIO DE 1997

CERTIFICA

QUE NO FIGURAN INSCRIPCIONES POSTERIORES A LA FECHA DEL PRESENTE  
CERTIFICADO QUE MODIFIQUEN TOTAL O PARCIALMENTE SU CONTENIDO

EN CONSTANCIA EXPIDO EL PRESENTE EN CALI A LOS 09  
DIAS DEL MES DE SEPTIEMBRE DE 1997 HORA: 09:52:45

EL SECRETARIO

