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Florida Department of State
Division of Corporations
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To:

Division of Corporations
 Fax Number : (850)922-4001

EFFECTIVE DATE

04-20-00

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
 Account Number : 110432003053
 Phone : (305)672-0686
 Fax Number : (305)672-9110

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 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BIONATUS USA, CORP.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
BIONATUS USA, CORP.

Article II. Address

The Corporation's mailing address is:
BIONATUS USA, CORP.
104 Crandon Boulevard
Suite 307
Key Biscayne FL 33149

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Eduardo Fernandez
501 Brickell Key Drive, Suite 400
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Antonio Claudio Diniz Oliveira Santos
Elzo Aparecido Uelani

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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TALLAHASSEE, FLORIDA

Eduardo Fernandez | FL Bar Member 395889
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

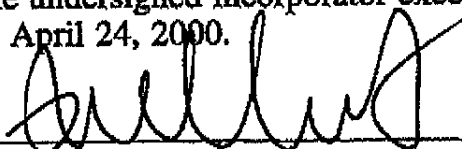
The name and address of the incorporator is:

Eduardo Fernandez
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 20, 2000.

The undersigned incorporator executed these Articles of Incorporation on April 24, 2000.



EDUARDO FERNANDEZ
by L.A. Uriarte as attorney-in-fact

Eduardo Fernandez | FL Bar Member 395889
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
BIONATUS USA, CORP.

REGISTERED AGENT/OFFICE:
Eduardo Fernandez
501 Brickell Key Drive, Suite 400
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



EDUARDO FERNANDEZ
by L.A. Uriarte as attorney-in-fact

Date: April 24, 2000

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