

CAPITAL CONNECTION, INC.

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Telefarmacia USA.com, Inc.

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- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

FILED
SEP 8 2000
TALLAHASSEE
00 SEP -8 PM 2:01

RECEIVED
00 SEP -8 AM 10:40
DIVISION OF CORPORATION

9/8/00

Signature

Requested by:

Name SS Date 9/8/00 Time 9:56

Walk-In Will Pick Up

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
TELEFARMACIA USA.COM, INC.

The following are the articles of incorporation of:

TELEFARMACIA USA.COM, INC.

1. NAME: The name of the corporation is:

TELEFARMACIA USA.COM, INC.

2. DURATION: This corporation shall have perpetual existence unless dissolved according to law and its existence shall commence on the date of the filing of these Articles.

3. PURPOSE: This corporation is organized for the purposes of providing public relations, marketing, sales, rentals, negotiating , contracting, marketing, distributing, dealing, buying, selling or otherwise participating in the sale, management, purchase or support of the corporation's services, products and equipment; in particular, to engage in the marketing and sales of pharmaceuticals and health care supplies to physicians and other health care providers worldwide, and to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes here above set forth, and to do all other things incidental thereto or connected therewith, or to engage in any other legal purpose in which, in the opinion of the majority of the board of directors, the corporation

should be engaged.

4. POWERS: Subject to any specific written limitations or restrictions imposed by statute or by these Articles of Incorporation, and solely in furtherance of, but not in addition to the purposes set forth in Section 3 of this Article, the corporation shall have and exercise all the powers expressly granted to it under the laws of the State of Florida, now or hereafter in effect, except as limited herein, and in addition, the following specific powers:

(1) CAPACITY TO ACT. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purpose set forth in Section 3 of this Article, and such acts as are not repugnant to law.

(2) TO APPOINT OFFICERS AND AGENTS. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(3) TO ACT AS AGENT. To act in any state, territory, district, or possession of the United States, and/or in any foreign country, in the capacity as agent or representative to any individual, association, corporation, or other legal entity, respecting any business, the purpose of which is familiar to the purpose set forth in Section 3 of these Articles.

(4) TO DEAL IN REAL PROPERTY. To purchase, exchange, lease, hire or otherwise acquire, hold, own, improve, manage, operate, let as lessor, sell, convey or

mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever situated, and any interest therein.

(5) TO DEAL IN PERSONAL PROPERTY, GENERALLY. To purchase, exchange, lease, hire, or otherwise acquire, hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in, and dispose of, either alone or in conjunction with other personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(6) TO DEAL IN SECURITIES, GENERALLY. To purchase, take, receive, subscribe for or otherwise acquire, hold, own, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or interests in, or obligations of, other domestic or foreign corporations, associations, or partnerships or individuals or direct or indirect obligations of the United States or of any governmental district or municipality or any instrumentality thereof.

(7) TO DEAL IN ITS OWN SECURITIES. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the shares of the corporation, but it shall not use its funds or property for the purchase, either directly or indirectly, of its own shares when such use would cause impairment of the capital of the corporation.

(8) TO DEAL IN CHARTERS, LICENSES AND MEMBERSHIPS. To acquire by application, assignment, purchase, exchange, lease, hire or otherwise, and to hold, own, use, license, lease, sell, convey, or mortgage, either alone or in conjunction

with others, the absolute or partial or qualified interest in and to charter franchises, licenses, permits, whether intermediate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity or other exchanges, and other authorizations, necessary lawfully to accomplish the purpose set forth in Section 2 of these Articles.

(9) TO DEAL IN INVENTIONS, COPYRIGHTS, TRADEMARKS, ETC.

To acquire by application, assignment, purchase, exchange, lease, hire or otherwise to hold, own, use, license, lease, sell, either alone or in conjunction with others, the absolute or partial or qualified interest in and to inventions, improvements, letter patents and applications thereof, trademarks and applications therefor, designs, labels, picturizations, distinctive marks, and similar rights of any nature and whether or not granted, registered or established by or under the laws of the United States or any state thereof or of any other country or place.

(10) TO DEAL IN GOOD WILL. To acquire by purchase, exchange, lease, hire or otherwise, and to hold, own, use, assign, lease, sell, convey, or mortgage, whether alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the purposes set forth in Section 3 of these Articles.

(11) TO ENTER INTO PARTNERSHIPS. To enter into any lawful arrangement for sharing profit, union of interest, reciprocal association, or cooperative

association with any corporation, association, partnership, individual or other legal entity, of the carrying on of any business, the purpose of which is similar to or compatible with the purposes set forth in Section 3 of these Articles, and to enter into any general or limited partnership, the purpose of which is similar to or compatible with such purpose.

(12) TO MAKE CONTRACTS. To enter into, make, perform, carry out, cancel, or rescind contracts for any lawful purpose pertaining to its business.

(13) TO EXECUTE GUARANTIES. To make any guaranty respecting stocks, dividends, securities, interest, contracts, or other obligations created by any individual, partnership, association, corporation, or other legal entity, of the extent that such guaranty is made in pursuance of the purpose set forth in Section 3 of these Articles.

(14) TO BORROW FUNDS. To borrow or raise moneys for any of the purposes of the corporation set forth in Section 3 above, and from time to time, without limit as to amount, to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but not limited to, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, whether real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

(15) TO LEND FUNDS TO EMPLOYEES AND OFFICERS. To lend money to or guaranty any obligation of, or otherwise assist, any officer or other employee

of the corporation or its subsidiaries, if any, including any officer or employee who is a director of the corporation or its subsidiary, whenever in the judgment of the directors, such loan, guaranty or assistance may reasonably be expected to benefit the corporation.

(16) TO LEND FUNDS GENERALLY. To lend money for any of the purposes set forth in Section 3 above, to invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(17) DONATIONS. To make donations of money, real or personal assets and inventory, or services, for the public welfare or for charitable, scientific or educational purposes.

(18) INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES. To indemnify any current, acting or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he is made a party or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding, to be liable for negligence or misconduct in the performance of duty.

(19) ANCILLARY POWERS. To have and exercise all powers necessary or convenient to effect any and all of the purposes for which the corporation is organized.

5. CAPITAL STOCK: This corporation is authorized to issue 500 shares of common stock with a par value of \$50.00 per share, which shall be designated "Common Stock".

6. PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

7. INITIAL REGISTERED AGENT: The name and address of the initial registered agent of this corporation is as follows:

Marta Rivera Turell
1149 SW 123 Avenue
Pembroke Pines, Florida 33029

8. INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The maximum number of directors permitted to serve on the board of this corporation shall never be more than five (5). The minimum number of directors on the board of this corporation shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

Fernando Garcia, 16420 SW 39 Street, Miramar, Florida 33027

Alberto De Howitt, 1149 SW 123 Avenue, Pembroke Pines, Florida 33029

9. INITIAL OFFICERS OF THE CORPORATION: The initial officers of the corporation shall be:

President and Treasurer: Fernando Garcia, 16420 SW 39 Street
Miramar, Florida 33027.

Vice President and Secretary: Alberto De Howitt, 1149 SW 123 Avenue
Pembroke Pines, Florida 33029

The corporation may have a maximum of five (5) officers consisting of a president, a treasurer, a secretary and two vice-presidents.

10. NAME AND ADDRESS OF INCORPORATOR:

Fernando Luis Garcia, 16420 SW 39 Street, Miramar, Florida 33027

11. NAME AND ADDRESS OF PERSON SIGNING THESE ARTICLES:

Fernando Luis Garcia, 16420 SW 39 Street, Miramar, Florida 33027

12. INITIAL OFFICE OF THE CORPORATION: The initial office of the corporation shall be located at: 16420 SW 39 Street, Miramar, Florida 33027.

13. TERM OF DIRECTORS: The directors of this corporation shall serve one-year terms. Directors may be re-elected without limitation and to the number of terms they are permitted to serve.

14. AMENDMENTS: This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendments thereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed and executed these Articles of Incorporation on this 7th day of September, 2000.


FERNANDO LUIS GARCIA, Incorporator

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

The foregoing Articles of Incorporation were acknowledged before me, the undersigned authority, this ____ day of September, 2000, by Fernando Luis Garcia, who is personally known to me or who provided a Florida Driver License as identification, and who did take an oath.

NOTARY PUBLIC, State of Florida at Large

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the corporation,
TELEFARMACIA USA.COM, INC., as its registered agent at the place designated in the
Articles of Incorporation, I, Marta Rivera Turell, of 1149 SW 123 Avenue, Pembroke
Pines, Florida 33029, hereby agree to act in this capacity, and agree to comply with the
provisions of Section 48.091 of the Florida Statutes relative to keeping open such office.

Dated: September __, 2000.


MARTA RIVERA TURELL
Registered Agent

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
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