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ACCOUNT NO. : 072100000032

REFERENCE : 880232 7229347

AUTHORIZATION :

*Patricia Pizante*

COST LIMIT : \$ 78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 30 PM 2:32

ORDER DATE : October 30, 2000

ORDER TIME : 12:11 PM

ORDER NO. : 880232-005

CUSTOMER NO: 7229347

CUSTOMER: Terrance Mullin, Esq  
Kilpatrick Stockton Llp

300003443783--7

Suite 2000  
200 South Biscayne Boulevard  
Miami, FL 33131

DOMESTIC FILING

NAME: MEDITEL U.S.A., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

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SUFFICIENCY OF FILING

**ARTICLES OF INCORPORATION  
OF  
MEDITEL U.S.A., INC.**

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DIVISION OF CORPORATIONS

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation is MEDITEL U.S.A., INC.

**ARTICLE II  
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

**ARTICLE III  
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 10,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is 200 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is Terrance J. Mullin, Esq.

**ARTICLE VI**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is 1952 N.W. 167 Terrace, Pembroke Pines, Florida 33028.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the initial director is as follows:

Rafael Agudelo	1952 N.W. 167 Terrace
	Pembroke Pines, Florida 33028

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator subscribing to these Articles of Incorporation is: Terrance J. Mullin, Esq., 200 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131.

**ARTICLE IX**  
**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

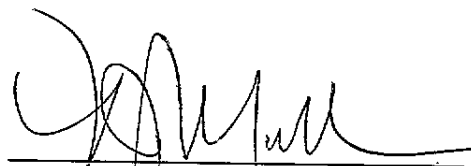
**ARTICLE X**  
**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE XI**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

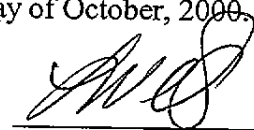
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of October, 2000.

  
\_\_\_\_\_  
TERRANCE J. MULLIN,  
Incorporator

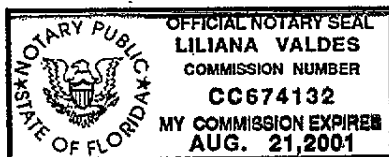
STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF MIAMI-DADE   )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **TERRANCE J. MULLIN**, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of October, 2000.

  
\_\_\_\_\_  
Notary Public, State of  
Florida  
Print Name: Liliana Valdes  
Commission No: \_\_\_\_\_

My commission expires:



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**CERTIFICATE OF REGISTERED AGENT OF**

**MEDITEL U.S.A., INC.**

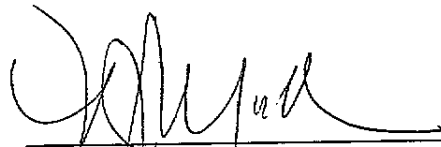
Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That MEDITEL U.S.A., INC. desiring to organize under the laws of the State of Florida with its principal office in Pembroke Pines, Florida, has named Terrance J. Mullin, Esq., 200 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131, County of Broward, agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 27 day of October, 2000.

  
\_\_\_\_\_  
Terrance J. Mullin