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ACCOUNT NO. : 072100000032

REFERENCE : 969580 7237028

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 22 PM 1:26

ORDER DATE : January 18, 2001

ORDER TIME : 3:22 PM

ORDER NO. : 969580-010

CUSTOMER NO: 7237028

CUSTOMER: Carmen A. Accordino, Esq
Eurame Management Group, Ltd.

Suite 201
2103 Coral Way
Miami, FL 33145

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DOMESTIC FILING

NAME: IMOTEC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 22 PM 1:26

ARTICLES OF INCORPORATION

OF

IMOTEC, INC.

The undersigned subscriber to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is IMOTEC, INC.

ARTICLE II

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock to be designated as Common Stock. The maximum number of shares of Common Stock, which the

Corporation is authorized to have outstanding is 10,000 shares of Common Stock of a par value of \$.01 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.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Rene Dago, Jr. The street address of the registered agent and the initial registered office of the corporation in the State of Florida is 2103 Coral Way, Suite 201, Miami, Florida 33145. The principal office of the Corporation and its mailing address is 2103 Coral Way, Suite 201, Miami, Florida, 33145.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by a board of directors, the number of which shall be set by the corporations by law, but shall never be less than one (1). The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Carmen A. Accordino 2103 Coral Way, Suite 201
Miami, Florida 33145

ARTICLE VIII

BYLAWS

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

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer or director of the corporation, or any former officer or director of the corporation.

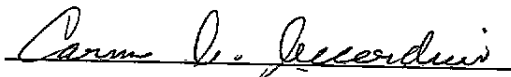
ARTICLE X

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 19 day of January, 2001.

Incorporator:

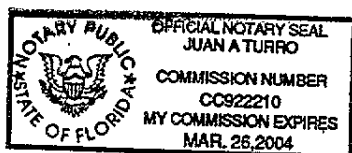


Carmen A. Accordini

STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Carmen A. Accordino, known to me to be the person described in the foregoing instrument, and he acknowledged that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the aforesaid County and State, this 19th day of January, 2001





NOTARY PUBLIC, State of Florida
at Large

My Commission expires: Mar. 26, 2004

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF REGISTERED AGENT
OF
IMOTEC, INC.**

01 JAN 22 PM 1:26

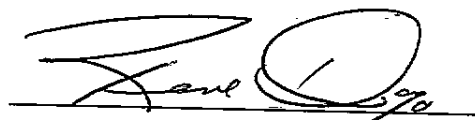
Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted in compliance with said Act:

That IMOTEC, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami Dade, State of Florida, has named Rene Dago, Jr. located at 2103 Coral Way, Suite 201, County of Miami Dade, City of Miami, State of Florida, 33145, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 19 day of January, 2001


Rene Dago, Jr.