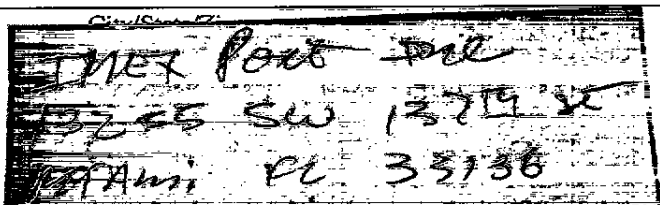


P01000053435

Requester's Name

Address



500004288705--4
-05/23/01--01005--003
*****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FILED
01 MAY 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Sandra GAVE
AUTHORIZATION BY PHONE TO
CORRECT address
DATE 5/20/01
DOC. EXAM Dale White
(12E031(7/97))

D. WHITE MAY 30 2001

12✓

Examiner's Initials

FILED

01 MAY 22 PM 4: 20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
IMEX-PORT INC.**

KNOW ALL PERSONS BE THESE PRESENTS:

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation, to-wit:

ARTICLE I

Name of Corporation

The name of the corporation is IMEX-PORT Inc.

The principal address is: 13255 SW 137th Avenue, Suite 206, Miami, Florida 33186

ARTICLE II

Term

The period of the duration of this corporation is perpetual.

ARTICLE III

Purpose.

The general nature of the corporation's business and the corporation's purposes are as follows:

1. To engage in and conduct a general wholesale and retail merchandising business of every type of good of every description;
2. To manufacture, buy, sell and otherwise deal in all classes and kinds of goods, wares, products, commodities securities and investments;
3. To provide all type of services to professionals in the Dental or Medical business , marketing, research, management and coordination of laboratory and all related services to licensed dental and medical practitioners;
4. To publish and sell an advertising paper and all types of printing material for the marketing of business services.
5. To act as an importer and exporter, freight forwarding, consolidation for every type of merchandise to and from the United States of America or any other country.
6. To acquire by purchase, lease or otherwise manage, pledge, and otherwise dispose of, or encumber any and all classes of property whatsoever, whether real or personal, or any interest therein, as principal, agent, broker or dealer.
7. To acquire by purchase, assignment, grant license or otherwise to apply for, secure, lease or in any manner obtain to develop, hold, own, use, exploit, operate, enjoy and introduce, rights of all kinds in respect thereof, or otherwise dispose of to secure to it the payment of agreed royalties or other consideration, and generally to deal in and with

and to turn to account for any or all purposes, either for itself or as nominee or agent for others:

A. Any and all inventions, devices processes, discoveries and formulas, improvements and modifications thereof, and rights and interests therein;

B. Any and all letters patent or applications for letters patent of the United States of America or any other country, state, or locality or authority, and any and all rights, interests, and privileges connected therewith or incidental or appertaining thereto; and

D. Any and all trademarks, trade names, trade symbols, labels, designs and other indicia of origin and ownership granted by or recognized under the laws of the United States of America or any other country, state, locality or authority, connected therewith or incidental or appertaining thereto.

8. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses-in-action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government, or by any state, territory, province, municipality, or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all things and acts necessary or advisable for the preservation, protection,

improvement and enhancement in value thereof.

9. To acquire, and pay for in cash, stock or bond of this corporation or otherwise, the good will, rights, assets and property of any person, firm, association or corporation, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm association or corporation.

10. To borrow or raise money for any of the corporation's purposes and, from time to time to tie without limit as to amount , to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and any of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for it's corporate purposes.

7. To loan to any person, firm or corporation, any of it's surplus funds, either with or without security.

8. To purchase, hold, sell, and transfer the shares of it's own capital stock; provided it shall not use it's funds or property for the purchase of its own shares o capital stock when such use would cause any impairment of it's capital, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

9. To have one or more offices, to carry on all of or any of its operations and business and , without restriction or limit as to amount, to purchase or otherwise acquire,

hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description, as principal, agent, broker or dealer, in any of the states, districts, or territories of the United States, in any and all foreign countries, subject to the laws of such states, districts, territories, or countries.

10. To enter into joint ventures and partnerships with individuals, associations and/or other corporations.

11. In general to do any and all things that are incidental and conducive to attainment of any above object and purpose, to the same extent as natural persons might or could do, which now or hereafter may be authorized by the laws of the United States and the state of Florida, and all other applicable laws, as the Board of Directors may deem to be to the corporation's advantage.

ARTICLE IV

Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of par value of \$1.00 per share . All shares of the corporation shall be of the same class and shall have the same rights. There shall be no preemptive rights.

ARTICLE V

Minimum Paid in Capital

The corporation will not commence business until at least 1,000.00 has been

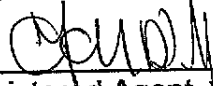
received by it as consideration for the issuance of shares.

ARTICLE VI

Registered office and Agent

The address of the initial registered office of the corporation is 13255 SW 137TH Avenue, Suite 206, Miami, Florida, 33186 and the name of its initial registered agent at such address is Jose Filho.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

5-21-01
Date

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors of the corporation is three, and they shall serve until the first annual meeting of the stockholders or until their successors are elected and shall qualify. The names and addresses of the persons who are to serve as such initial directors are as follows, to-wit:

J.M. FILHO.	15881 SW 24 th St. Miramar Florida 33027
Jonas Filho	8066 NW 10 th St. # 8 Miami Florida 33126
Jessica Rodrigues	8066 NW 10 th St. # 8 Miami Florida 33126

ARTICLE VIII

Incorporators

The name and address of each incorporator is as follows, to-wit:

J.M. FILHO.	15881 SW 24 th St. Miramar Florida 33027
Jonas Filho	8066 NW 10 th St. # 8 Miami Florida 33126
Jessica Rodrigues	8066 NW 10 th St..# 8 Miami Florida 33126

ARTICLE IX

Officers

Officers of the corporation shall include a president, one or more vice-presidents, a secretary, such assistant secretaries as may be necessary, and a treasurer. The president, vice-president, vice-presidents, the secretaries, and the treasurer shall be elected by the Board of Directors and may, but need not be, elected from the members of the Board.

ARTICLE X

Non-Assess ability of Stock

Shares of the corporation' stock shall be issued fully paid and shall be non assessable for any purposes. The stockholder's private property shall not be liable for the corporation's debts, obligations or liabilities.

ARTICLE XI

Indemnification and Limits on Liability

1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a corporate director, officer, employee, or agents, or is or was serving at the corporation's request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust , or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by that person has acted in good faith and in a manner that persons reasonably has believed to be in or not opposed to the corporation's best interest. There shall be no indemnification in respect of any claim, issue, or matter as to which that person shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that , despite the adjudication of liability, but in view of all circumstances of the case the person is fairly and reasonably entitled to ideminity for such expenses as the court considers proper. The extent that a corporate director of any actions, suit or proceeding referred to in this Article XI, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including attorneys' fees, which that person actually and reasonably incurred in connection therewith.

2. Unless ordered by a court of competent jurisdiction, the corporation shall provide for any indemnification under this Article XI, only as authorized in the specific case

upon a determination that indemnification of the director, officer, employee, or agent is proper under the circumstances because such person has met the applicable standard of conduct set forth in this Article XI. This determination shall be made by majority vote of a quorum of the Board of Directors of the shareholders.

3. The corporation may pay expenses, incurred in defending a civil or criminal action, suit, or proceeding, in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent that the amount advanced shall be repaid if it is ultimately determined that such person is not entitled to be indemnified by the corporation as authorized in this Article XI. The indemnification and advancement of expenses provided by this Article shall not be exclusive of any other rights to which a person seeking indemnification or advancement of expense may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in that person's official capacity and as to action in another capacity while holding office.

4. The corporation may purchase and maintain insurance on behalf of any person who is or was a corporate director, officer, employee, or agent, or is or was serving at the corporation's request as a director, officer, employee, or agent, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by that person in any such capacity or arising out of the person's status in any such capacity, whether or not the corporation would have the power to indemnify the person the person against the liability under the provisions of the Article.

5. Any indemnification or advancement of expenses is authorized or ratifies,

continue as to a person who as ceased to be a director officer, employee, or agent and shall inure to the benefit of such persons's heirs, executors, personal representatives and administrators.

6. A director shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty, except for:

- a) Any breach of the director's duty of loyalty to the corporation or its shareholders;
- b) Acts of omission not in good faith or which involve intentional misconduct or a knowing violation of law:
- c) Any transaction from which the director derived an improper personal benefit

ARTICLE XII

Internal Affairs

Provisions for the regulation of the internal affairs of the corporation are as follows, to-wit:

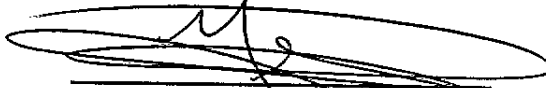
It is expressly agreed and provided that no stock in this corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered for sale to each of the other stockholders by written notice stating the price and terms of sale. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders either refuse the offer in writing or until they fail for a period of 30 days after receipt of the written offer to purchase said stock in accordance with the terms therein, and thereafter such stock may be sold to any other party who will purchase

it for the same or higher price and upon the same terms for which it was offered to the other stockholders. Any attempted sale in violation of this provision shall be null and void and such stock shall not be transferred upon the books of the corporation. This provision shall be binding on the personal representatives and heirs of a deceased stockholder, the purchaser of any stock sold on execution or at any judicial sale, and the pledge of any stock; provided that there shall be no restrictions on transfer of stock from one stockholder to another stockholder or from a stockholder to the corporation. This article shall be printed in full upon and made a part of each certificate of stock issued by the corporation.

IN WITNESS WHEREOF, the undersigned original incorporator(s) herein above named , have hereunder set their hands this 27th day of April , 2001



J. M. FILHO



JONAS FILHO



JESSICA RODRIGUES