P01000061965

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE
(Requestor's Name)
3320 S.W. 87 AVENUE
(Address)
MIAMI, FLORIDA (305)552-5973
(City, State, Zip) (Phone #)
TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

FILED
01 JUN 21 PM 2:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

1. BIO-TECH, CORP (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 20 AM 10:53
NOT INTENDED TO ACKNOWLEDGE SUFFICIENCY OF FILING

- [x] Walk in
- [ ] ~~Pick up time~~ 2:00
- [x] Certified Copy
- [ ] Mail out
- [ ] Will wait
- [ ] Photocopy
- [ ] Certificate of Status

	NEW FILINGS
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

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

W01-14194

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

6/21

700004432437--7
-06/20/01--01046--012
*****78.75 *****78.75

Examiner's Initials

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 20, 2001

LAZARUS

MIAMI, FL

SUBJECT: BIO-TECH CORP.
Ref. Number: W01000014194

We have received your document for BIO-TECH CORP.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is <u>not</u> <u>acceptable</u>.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 201A00037557

RECEIVED
01 JUN 21 AM 10:54
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
01 JUN 21 PM 2:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be: BIO-TECH USA, CORP.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE THREE

TERMS OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

The date on which corporate existence shall begin is:

Date of Incorporation: June 18 2001

ARTICLE FOUR

MINIMUM CAPITAL

This amount of capital with the Corporation shall begin business, shall not be less than $500.00 (Five Hundred) or such greater amount as may be required by laws.

ARTICLE FIVE

NUMBER OF DIRECTORS

The stockholders of the Corporation may, from time to time and at time increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation, shall at all times a minimum of one Director.

ARTICLE SIX

CLASSES OF DIRECTORS

The By-laws of this corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than (3) years, and provided further that at least on (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be in any amended in any manner consistent the law of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of share of Common Stock that this Corporation may issue is 100.

C. Par Value: Each share of common Stock shall have the par value of $5.00.

D. Consideration: Shares of Common Stock may be issued in exchange for Cash, real state property, labor or service rendered, or any combination for the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be exclusive.

E. Non-accessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock entitles the record holder thereof to one upon each proposal presented at meetings of the shareholder of the Corporation.

G. Cumulative Voting: No holder of Common Stock shall be entitle to right cumulative voting.

H. Dividend: Record holders of Common Stock are entitle to receive their pro-rata share of any dividends that may be declared by the Board of Directors out assets legally available for such purpose.

I. Liquidation Right: Holder of Common Stock are entitle, in the event of the liquidation of dissolution of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

SPECIAL VOTING PROVISIONS

The occurrences enumerated in the Articles shall not be authorized, nor shall they have any force or effect, unless assented to in writing by holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:
   Required Percentage : 51%.

2. Sale, lease or exchange all this Corporation's property or assets of this Corporation essential to the business of this Corporation:
   Required Percentage: 51%

3. Merger or consolidation, of this Corporation into or with any other Corporation:
   Required Percentage: 51%.

4. Voluntary dissolution of this Corporation:
   Required Percentage: 51%.

PRE-EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or bonds certificates of indebtedness, debentures or other securities convertible into, or carrying the right purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issued of new stock or of securities convertibles into, or carrying the right to purchase stock, may be issued, and disposed of the board of Directors to such persons, firms, corporations or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering the stockholders then of record, of any class, any thereof, on the same terms or any terms, all pre-emptive or preferential right of purchase of every kind being waived each and every stockholder.

ARTICLE TEN

STOCKHOLDERS AND DIRECTORS

The name and address of the stockholders and directors are as follows:

NAME	ADDRESS	OFFICER	SHARES	AMOUNT
Juan Ivan Vasquez	18296 [illegible] Miami, Fl 33015	Pres/Sec/Dir	100	$500.00

ARTICLE ELEVEN

REGISTER AGENT

The registered agent and registered office of this Corporation shall be:
Juan Ivan Vasquez
18296 MEDITERRANEAN Blvd-#403
Miami, FL 33015

INDEMNIFICATION

This Corporation shall indemnify any and all its Directors, Officers, Employees or Agents, or former Directors, Officers or agents, or any person who may have served at its request as Directors, Officers, Employee or Agent of any Corporation, partnership, joint venture, trust or other enterprise in which its owns shares of Capital Stock, or of which it is a creditor, against the expenses, including the cost of any judgment, fines, settlements and council fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which to any such person or his legal representative may be made a party, or may be threatened to made party, by reason of his alleged acts or omission while being or having been such Director□□, Officer, Employee or agent, provided it shall not be determined by a final determination thereof of the merits that such Director, Officer, Employee or agent was in any substantial way derelict in the performance of duties, or provided, that such action, suit or proceeding shall be settled without a final determination on the merit and it shall be determined that such Director, Officer, Employee or Agent had not in any substantial way been derelict in e performance of this duties as changed therein, such determination to be made by majority of the members of Board of Directors of this Corporation who were not parties to such, action suit or proceeding, though less than quorum, or by any one or more distrusted person to whom the question may be referred by the Board of Directors. The foregoing right or indemnification shall not be exclusive of any rights to which any Directors, Officers Employee or Agent may entitled as matter of law or which may be lawfully granted to him.

SUBSCRIBER INITIAL DIRECTOR AND
INITIAL PRINCIPAL OFFICE

The undersigned individual a United States resident, competent to contract, executes this Certificate of Incorporation as its sole subscriber and Director until his successors have qualified, following their election or appointment. The street address in Florida of the Principal Office of this Corporation. The Corporation may change its principal office at any time.

Subscriber/Director: Juan Ivan Vasquez

Street Address/Principal Office: 18296 Mediterranean Blvd. #403
Miami, Fl 33015

In witness thereof, the undersigned subscriber does make, subscriber, acknowledge and file this certificate for the purpose of a corporation for profit under the laws of the State of Florida.

DATED: June 18 2001
Juan Ivan Vasquez
18296 Mediterranean Blvd #403
Miami, Fl 33015
President/Secretary/Director

V220-424-58-177-0
STATE OF FLORIDA
COUNTY OF DADE
Before me, the undersigned authority, personally appeared to me well know and how to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and who acknowledge before me that the same was executed for the purpose therein expressed.

IN WITNESS THEREOF, I have hereunto affixed my hand and official seal at Miami, Florida:

Dated: June 18 ~~2001~~

Emma del Castillo
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
EMMA DEL CASTILLO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC938352
MY COMMISSION EXP. JUNE 19,2004

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVE.

The Pursuance of Chapter 48.091, Florida Statutes the following is submitted in complained with said Act:

That: BIO-TECH, USA, CORP.

Desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named:

JUAN IVAN VAZQUEZ

as its agent accept service of process with this State.

Having been named to accept service of process for the above name Corporation, at the place designated in Certificate, I hereby accept top act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By:____________________

Juan Ivan Vasquez
RESIDENT AGENT.

FILED
01 JUN 21 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA