

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Medigen, Inc.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002 JAN 17 PM 2:06

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1/17/02

FILED

**Articles of Incorporation
of
Medigen, Inc.**

2002 JAN 17 PM 2:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of the corporation is: Medigen, Inc.

Article II - Principal Office

The principal place of business and mailing address of the corporation shall be: 8518 S.W. 8th, Street, Suite 144, Miami, Florida 33144.

Article III - Duration

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

Article IV - Purpose

This corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes.

Article V - Capital Stock

This corporation is authorized to issue five million (5,000,000) shares of one cent (\$0.01) par value common stock, and 1,000,000 shares of Convertible Preferred Stock par value \$0.01 which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

Article IV - Initial Registered Office and Agent

The Street Address of the initial registered office of this corporation is: 8518 SW 8th. Street, Miami, Florida 33144. The name of the initial registered agent of this corporation at that address is: Danilo Fernandez

Article VIII - Indemnification of Directors

(a) 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, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he/she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, including any appeal thereof, if he/she acted in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful.

(b) The corporation shall also indemnify any director, officer employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him/her in connection therewith, without the necessity of any independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall insure to the benefit of the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

Article IX - Incorporation

The name and address of the person signing these Articles is:
Danilo Fernandez, 8518 S.W. 8th, Street, Suite 144, Miami, Florida 33144.

Article X - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested solely in the Board of Directors.

Article XI - Amendment

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

Article XII - Preemptive Rights Authorized

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unused shares authorized by these Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or,

(2) Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

In Witness Whereof, I have subscribed my name to these Articles of Incorporation this 16th day of January, 2002.

Medigen, Inc.


Danilo Fernandez

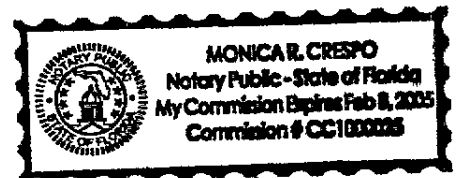
State of Florida
County of Dade

Before Me, the undersigned authority, this day, personally appeared Danilo Fernandez, known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed those Articles for the purpose expressed therein.

In Witness Whereof, I have hereunto set my hand and affixed my seal this 16th day of January, 2002.


Notary Public
State of Florida at Large

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Acceptance

This Corporation having been named the Registered Agent and to accept service of process for **Medigen, Inc.** 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 relative to the proper complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 16th day of January, 2001.




Danilo Fernandez
Registered Agent

State of Florida
County of Dade

Before me, the undersigned authority, this day personally appeared Danilo Fernandez is, known to me and known by me to be the person described in and who executed the foregoing Acceptance and she acknowledged to and before me that he executed this Acceptance for the purpose expressed therein.

In Witness Whereof, I have hereunto set my hand and affixed my seal this 16th day of January, 2002.



Notary Public
State of Florida at Large
My Commission Expires:

