

TRANSMITTAL LETTER

January 23, 2002

Department of State  
Division of Corporations  
PO Box 6307  
Tallahassee, FL 32314

SUBJECT:

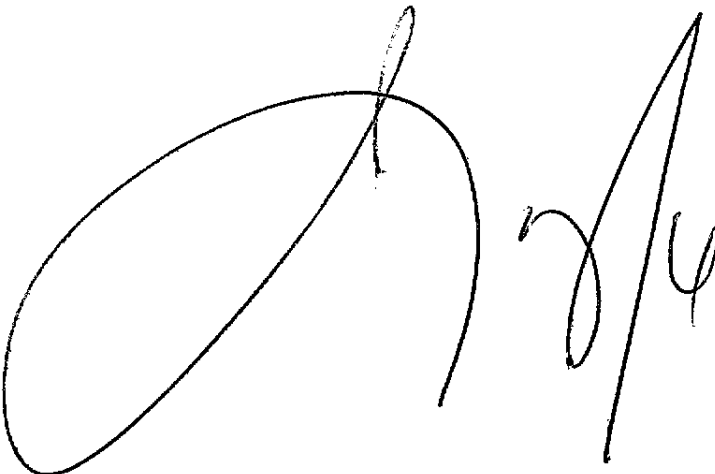
DERMOCELL U.S.A., INC.

Enclosed is an original and one (1) copy of the articles of incorporation, and a check in the amount of \$78.75 in payment of filing fees and Certificate of Status.

From:

**Fabio A. Rojas**  
**12774 S.W. 112 Terrace**  
**Miami, FL 33186**  
**Tel. (305) 408-8803**  
**Fax (305) 388-1807**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**Dermocell U.S.A., Inc.**

**Article I – Name**

The Name of the corporation is: Dermocell U.S.A., Inc.

**Article II – Principal Office**

The initial principal place of business and mailing address of this corporation is

12774 S.W. 112 Terrace  
Miami, FL 33186

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**Article III – Directors/Officers**

The names and address of the initial directors/Officers are:

President: Fabio A. Rojas  
Calle 108A No. 16-12  
Bogota, Colombia

Vice President: Clara C. Rojas  
Calle 108A No. 16-12  
Bogota, Colombia

Secretary: Diego F. Rojas  
Calle 108A No. 16-12  
Bogota, Colombia

Treasurer: Clara R. Perez  
Calle 108A No. 16-12  
Bogota, Colombia

Director: Juan C. Rojas  
Calle 108A No. 16-12  
Bogota, Colombia

**Article IV – Shares**

The number of shares that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares with a \$1.00 par value.

## **Article V – Initial Registered Agent and Address**

The name and address of the initial registered agent for this corporation is:

Linda Jimenez  
12774 S.W. 112 Terrace  
Miami, FL 33186

## **Article VI – Purpose**

The Purpose of this corporation is: Import/Export of medical and esthetic equipment and supplies, training in use of the Equipment, and any other commercial activity permitted by law

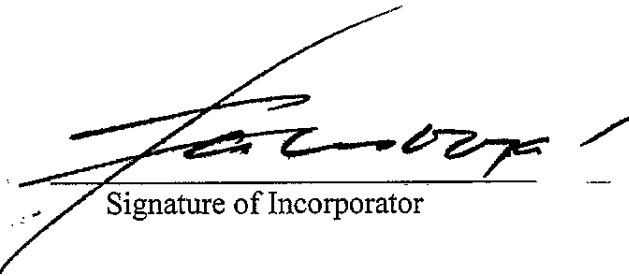
## **Article VII – Duration**

The corporation shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by its directors.

## **Article VIII – Incorporator**

The name and address of the incorporator for this corporation is

Fabio A. Rojas  
Calle 108A No. 16-12  
Bogota, Colombia

  
Signature of Incorporator

01-23-02  
Date

**Certificate of Designation of  
Registered Agent/Registered Office**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in the designation of the registered Agent/Registered Office, located in the State of Florida:

The name of the corporation is: Dermocell U.S.A., Inc.

The name and address of the initial registered agent for this corporation is:

Linda Jimenez  
12774 S.W. 112 Terrace  
Miami, FL 33186

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.

  
Signature of Registered Agent

01-23-02  
Date

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