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James M. Talley
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April 3, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100005196041--6
-04/05/02--01066--008
*****78.75 *****78.75

Re: New Profit Corporation - Global Med U.S.A., Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Global Med U.S.A., Inc., a newly formed profit corporation.

Also enclosed is our client's check in the amount of \$78.75 payable to the Florida Department of State for the filing of the Articles of Incorporation.

If you should require any further information, please do not hesitate to call.

Sincerely,



Loraine Fernander, Assistant to
James M. Talley

FILED
02 APR -5 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/ldf

Encs.

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Handwritten initials/signature

ARTICLES OF INCORPORATION
OF
GLOBAL MED U.S.A., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be **GLOBAL MED U.S.A., INC.** and its initial postal address and its principal office for the conduct of business is: 511 Sylvan Drive, Winter Park, Florida 32789. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II.

The general nature of business to be transacted by this corporation is

- a. To engage in any business or activity which is allowed by law.
- b. To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever or retain in any manner whatsoever money, stocks, bonds, realty or any other property in any manner not prohibited by law.
- c. To carry on any and all business as manufacturers, producers, merchants (wholesale and retail), importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy and sell and otherwise deal in any

materials, articles or things required in connection with or incidental to the manufacture, production and dealing in such products.

d. To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.

e. To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do and for the accomplishment of any of the purposes or the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and every thing necessary, suitable, convenient, or proper or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor.

f. The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation and no recitation, expression or declaration of specific powers or

purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III.

The term for which this corporation shall exist shall be perpetual.

ARTICLE IV.

The maximum number of shares of stock of this corporation which is authorized to have outstanding at any one time is 1000 of common stock at one dollar (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the Directors at a meeting duly convened and held.

ARTICLE V.

The name and address of the person signing these Articles as incorporator is: Ayodeji Otegbeye, 511 Sylvan Drive, Winter Park, Florida 32789.

ARTICLE VI.

The street address of the initial registered office of this corporation and the name of its registered agent at such address are as follows:

Registered Agent: Ayodeji Otegbeye

Registered Office: 511 Sylvan Drive, Winter Park, Florida 32789

ARTICLE VII.

The business of the corporation shall be conducted, carried on and managed by and through a Board of Directors composed of one (1) or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law. The initial Board of Directors of this corporation shall consist of one (1) member.

The name and address of the initial director of this corporation who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation or until a successor is elected and has been qualified are as follows:

Ayodeji Otegbeye
511 Sylvan Drive
Winter Park, Florida 32789

ARTICLE VIII.

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any directors of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or other corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or other corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and

any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX.

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon shareholders are granted subject to this reservation.

WITNESS my hand and seal this 3rd day of April, 2002.

GLOBAL MED U.S.A., INC.

By: _____

Ayodeji Otegbeye, President

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Ayodeji Otegbeye, the person described as incorporator to the foregoing Articles of Incorporation, who is personally known to me/provided _____ as identification, and who executed the same and acknowledged before me that he/she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 3 day of April, 2002.



Linda M Boelke
My Commission CC926702
Expires May 15, 2004

Linda M. Boelke

NOTARY PUBLIC, State of Florida
at Large

(Notarial Seal)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, OR DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted.

First, that Ayodeji Otegbeye, desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business at city of Winter Park, State of Florida, has named
Ayodeji Otegbeye, located at 511 Sylvan Drive, Winter Park, State of Florida, as its agent to
accept service of process within Florida.


CORPORATE OFFICER

SIGNED: 

TITLE: Incorporator

DATE: 4/3/02

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

SIGNED: 
Ayodeji Otegbeye
Registered Agent

DATE: 4/3/02

FILED
02 APR -5 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA