

PO 2000097044

Hector Padilla  
431 Chestnut Lane  
Weston, FL 33326

August 8, 2002

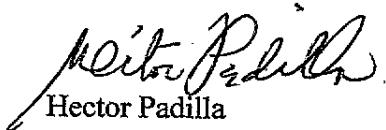
Division of Corporations  
State of Florida  
PO Box 6327  
Tallahassee, FL 32314

Gentlemen:

Enclosed is our check for \$78.75 as the filing fee for the Articles of Incorporation of Fizio-Medica International, Inc

We trust you will find all in order and can promptly issue us a charter to do business under this name. Please call me at 954-349-8335 if there are any questions.

Sincerely,

  
Hector Padilla

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

OF

FISIO-MEDICA INTERNATIONAL,

The undersigned incorporator, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation:

### ARTICLE ONE – NAME

The name of the corporation shall be:

Fisio Medica International, Inc.

### ARTICLE TWO – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:  
431 Chestnut Lane, Weston, FL 33326-1702

### ARTICLE THREE – PURPOSE (S)

The general nature of the business to be transacted and carried on by this corporation is:

- (a) To do any and all lawful acts and engage in any business or enterprise permitted by the Laws of the State of Florida.
- (b) In addition, this corporation shall be more specifically for the purpose of buying medical products and accessories for export and resale to the Latin American market by it's officers and directors.

### ARTICLE FOUR – DURATION

This corporation shall commence existence on the date of execution and acknowledgement of these Articles of Incorporation by the Division of Corporations, State of Florida, and shall have perpetual existence.

### ARTICLE FIVE – CAPITAL STOCK

The maximum number of shares of the capital stock which this Corporation shall have authority to issue, is the total sum of FIVE HUNDRED (500) shares, having an individual par value of ONE DOLLAR (\$1.00) per share. There shall be only one (1) class of stock for the Corporation.

### ARTICLE SIX – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Shareholders.

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## ARTICLE SEVEN – INITIAL BOARD OF DIRECTORS AND ADDRESSES

The business of this corporation shall be conducted by a Board of Directors, which shall consist of two directors initially. The number of directors may be increased or decreased from time to time by the Bylaws.

The names and mailing addresses of the Initial Board Directors who, being subject to the provisions of the Articles of Incorporation, the Bylaws, and the Florida Statutes for profit corporations, shall hold office for the first year of the Corporation's existence are as follows:

Hector Padilla                      President and Director  
431 Chestnut lane, Weston, Fl 33326

Enrico Bondavalli              Vice President, Secretary and Director  
431 Chestnut lane, Weston, Fl 33326

## ARTICLE EIGHT – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:  
Hector Padilla, 431 Chestnut lane, Weston, Fl 33326

## ARTICLE NINE – INCORPORATOR

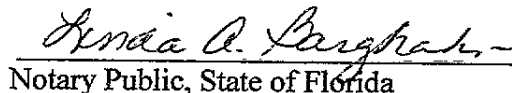
The name and address of the Incorporator executing these Articles of Incorporation is:  
Hector Padilla, 431 Chestnut Lane, Weston, Fl. 33326

IN WITNESS WHEREOF, the undersigned incorporator, has made, subscribed, acknowledged and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and accordingly set my hand and seal this 28<sup>th</sup> day of August, 2002.

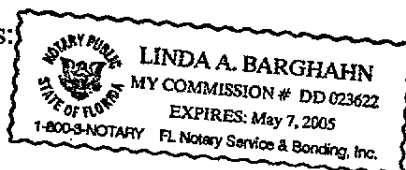
  
Hector Padilla

STATE OF FLORIDA            )  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared Hector Padilla who after being by me first duly cautioned and sworn, upon his respective oath deposes and says that he is the party to the foregoing Articles of Incorporation and acknowledged the said execution to be his free and voluntary act and deed, and that the facts therein stated are truly set out.

  
Notary Public, State of Florida

My commission expires:



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 to 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.

*Rector Padilla*  
Signature/Registered Agent

8/28/02  
Date

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TALLAHASSEE, FLORIDA