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PEDRO M. de ARMAS, P.A. LEONARDO GRAVIER, P.A. LEONARDO D. GRAVIER, P.A. FRANK O. SOCARRAS, P.A. OCTAVIO A. VERDEJA, P.A. OCTAVIO F. VERDEJA, P.A.

ALEJANDRO D. GRAVIER, C.P.A. CARMEN LIANO-GOMEZ, C.P.A. REGINO RODRIGUEZ, C.P.A.

September 25, 2002

Florida Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, Fl 32314

Re: MVM Medical Consulting, Inc.

Dear Sirs:

Enclosed please find the Articles of Incorporation of MVM Medical Consulting, Inc. and a check for \$78.75 payable to Division of Corporations. Once processed, please forward to Alejandro Gravier at the following address:

Alejandro Gravier C/O Verdeja & Gravier 201 Alhambra Circle Suite 901 Coral Gables, Fl 33134 400008126404--2 -10/01/02--01038--011 *****78.75 *****78.75

Should you have any questions, or if I may be of further assistance, do not hesitate to contact our office.

Very truly yours, \Verdeja-& Gravier

lejandro D. Gravier

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CERTIFIED PUBLIC ACCOUNTANTS A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

📮 201 ALHAMBRA CIRCLE, SUITE 901, CORAL GABLES, FL 33134

OFFICE: 305.446.3177 • FAX: 305.446.6319

ARTICLES OF INCORPORATION

MVM MEDICAL CONSULTING, INC.

ARTICLE I - NAME

The name of the corporation is:

MVM MEDICAL CONSULTING, INC.

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ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE OF THE CORPORATION

The street address of the initial registered office of this corporation is 13030 SW 75th Avenue, Miami, Florida 33156 and the name of the initial registered agent of this corporation at that address is Maria E. Del Valle Mas. The principal office of the corporation will be 13030 SW 75th Avenue, Miami, Florida 33156.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have <u>one</u> director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Maria E. Del Valle Mas 13030 SW 75th Avenue Miami, Florida 33156

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Maria E. Del Valle Mas

13030 SW 75th Avenue

Miami, Florida 33156

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer of director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In Witness Whereof, the undersigned subscriber has executed these articles of incorporation this 25th day of September , 2002.

Maria E. Der Valle Mas

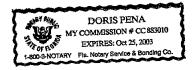
STATE OF FLORIDA)

- SS:

COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared Maria E. Del Valle Mas, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and affixed my official seal in the State and county aforesaid, this day of September 2002.



NOTARY PUBLIC, State of Florida at Large

My commission expires:

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.

Maria E. Del Valle Mas

REGISTERED AGENT