

PO2000124435

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

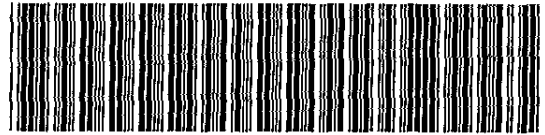
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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11/18/02--01060--001 \*\*35.00

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2002 NOV 18 AM 9:17  
TALLAHASSEE STATE  
TALLAHASSEE, FLORIDA

11/22/02

TRANSMITTAL LETTER

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

SUBJECT: EDIREN MEDICAL CORP.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

**ADDITIONAL COPY REQUIRED**

FROM: RENE CABRERA  
Name (Printed or typed)

4201 S.W. 11TH STREET  
Address

MIAMI, FLORIDA 33134  
City, State & Zip

(305) 444-6902  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**

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STATE OF FLORIDA  
TALLAHASSEE FLORIDA

**OF**  
**EDIREN MEDICAL CORP.**

The undersigned hereby agrees to organize a corporation in accordance with Chapter 617, Florida Status ( the " Florida General Corporation Act " ) as follows:

**ARTICLE I. NAME**

The name of the Corporation is: **EDIREN MEDICAL CORP.**

**ARTICLE II. CORPORATE EXISTENCE**

The existence of the Corporation shall be perpetual commencing upon the filing of these Articles of Incorporation unless dissolved according to law.

**ARTICLE III. NATURE OF BUSINESS**

The general nature of the business is primarily to engage in General Business or any activity, business or enterprise permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue and have outstanding at any one time is One Thousand (1000) shares of common stock. One ( \$ 1.00 ) Par Value.

No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of these stocks.

**ARTICLE V. INITIAL OFFICE**

The initial address of the principal office of the Corporation shall be:  
4201 S.W. 11<sup>TH</sup> STREET MIAMI, FLORIDA 33134

Prepared by: **Cabrera & Associates**  
4201 S.W. 11th Street  
Miami, Fl. 33134 (305-444-6902)

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**ARTICLE VI. DIRECTORS**

The number of directors constituting the initial board of directors shall be ~~two~~ <sup>TWO (2)</sup>. The number of directors may increase or decrease as provided by the Bylaws of the Corporation in the manner provided by the law.

The names and addresses of the person (s) who shall serve as the initial board of directors are:

RENE CABRERA 1002 SANTIAGO ST, CORAL GABLES, FL. 33134  
EDUARDO MENA 12220 S.W. 102 AVENUE MIAMI, FL 33178

**ARTICLE VII. INCORPORATOR**

The name and address of the incorporators of these Articles of Incorporation are:

RENE CABRERA 1002 SANTIAGO ST CORAL GABLES, FL 33134  
EDUARDO MENA 12220 S.W. 102 AVENUE MIAMI, FL 33178

**ARTICLE VIII. REGISTERED AGENT**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name and address of the initial Registered Agent of the Corporation is:

**RENE CABRERA**

**4201 S.W. 11<sup>TH</sup> STREET  
MIAMI, FLORIDA 33134**

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.

Dated: 11/14/02

Signature 

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**II**

The Board of Directors may, from time to time, move the Registered Office of the Corporation to any other address in the State of Florida.


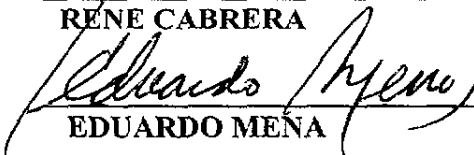
**ARTICLE IX. PREEMPTIVE RIGHTS**

Every shareholder shall have the right to purchase his pro-rata share thereof ( as nearly as may be done without issuance of fractional shares ) of any or all the shares previously issued, and/or any new issue of stocks for cash of this corporation at the price at which it is offered to others.

**ARTICLE X. INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director pursuant to the provisions of Section 607.014 of the Florida Statutes as amended.

**IN WITNESS WHEREOF**, The Incorporator (s) have signed these Articles of Incorporation this 14<sup>TH</sup> DAY OF NOVEMBER 2002.

  
\_\_\_\_\_  
RENE CABRERA  
  
\_\_\_\_\_  
EDUARDO MENA