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To:

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From:

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**FLORIDA PROFTT CORPORATION OR P.A.  
ENGIMED INC.**

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**ARTICLES OF INCORPORATION  
OF**

**Engimed Inc.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I  
Name of Corporation**

The name of this Corporation shall be **Engimed Inc.**

Located at:

2701 N Hians Road # 152  
Cooper City, Fl. 33026

**ARTICLE II**

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

(a) To transact all lawful business for which corporations may be Incorporated under the Florida General Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

**ARTICLE III  
Stock**

The authorized capital stock of this Corporation shall consist of 1,000,000 shares of Common Stock with a par value of \$.01 per share.

**ARTICLE IV  
Incorporator**

The name and street address of the Incorporators of this Corporation, is as follows:

Juan Leopoldo Teruel Lopez  
2701 N Hiatus Road # 152  
Cooper City, Fl. 33026

Miguel Angel Galeano Willigs  
2701 N Hiatus Road # 152  
Cooper City, Fl. 33026

Rocio Teruel Zurita  
2701 N Hiatus Road # 152  
Cooper City, Fl. 33026

**ARTICLE V**  
**Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI**  
**Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 2701 N Hiatus Road #152 Cooper City, Fl. 33026. The name of the initial Registered Agent of this Corporation at the above address shall be Juan Leopoldo Teruel Lopez .

**ARTICLE VII**  
**Number of Directors**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of 3 persons.

**ARTICLE VIII**  
**Initial Board of Directors**

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

Juan Leopoldo Teruel Lopez

Miguel Angel Galeano Willigs

Rocio Teruel Zurita

**ARTICLE IX**  
**By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE X**  
**Financial Information**

The Corporation shall not be required to file a balance sheet and a profit and loss statement to its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year by the shareholders not later than four (4) months after the close of such year.

**ARTICLE XI**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

**ARTICLE XII**  
**Commencement of Corporate Existence**

The existence of this Corporation shall, in accordance with Florida law, commence on the date and time of the subscription and acknowledgment of these articles of incorporation by the State of Florida

**ARTICLE XIII**  
**Preemptive Rights**

Should any stockholder wish to dispose of his stock it shall first be offered to the remaining stockholders, at a price no greater than a bona-fide offer by any third person, and said shall be available for a period of ninety (90) days to such remaining stockholders. In the event that any of said stock is not purchased by any of the remaining stockholders within (90) days of the offer, the stockholder may then sell said stock to a third person.

ARTICLE XIV

The Stock of this corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 10 day of December 2002

By: 

Juan Leopoldo Teruel Lopez

By: 

Miguel Angel Galeano Willigs

By: 

Rocio Teruel Zurita

I accept the designation of registered agent of Engimed Inc.

By: 

Juan Leopoldo Teruel Lopez