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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

brasil-usa medical marketing, inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

EFFECTIVE DATE

6-6-03

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**ARTICLE OF INCORPORATION OF
BRASIL-USA MEDICAL MARKETING, INC.**

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TALLAHASSEE, FLORIDA

(5)

ARTICLE I - NAME

The name of the corporation shall be BRASIL-USA MEDICAL MARKETING, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the 6th day of June, 2003;
provided that if such day be unauthorized under the law, then on the earliest day allowable
pursuant to the laws of the State of Florida for the commencement of corporate existence. The
duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or
carried on by the corporation are to engage in any lawful act, activity or business for which
corporations may be organized under the laws of the State of Florida. Additionally, the
corporation shall have all of the powers vested in a corporation organized under and existing by
virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as
follows:

| <u>NUMBER OF SHARES AUTHORIZED</u> | <u>PAR VALUE PER SHARE</u> | <u>CLASS OF STOCK</u> |
|---|---------------------------------------|----------------------------------|
| 100 | \$1.00 | Common |

ARTICLE V - PRE-EMPTIVE 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

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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 - PRINCIPAL OFFICE

The principal place of business of this corporation shall be 6206 N.W. 66 Avenue, Parkland, Florida 33067 and the mailing address of this corporation shall be: 6206 N.W. 66 Avenue, Parkland, Florida 33067.

ARTICLE VII - INITIAL REGISTERED OFFICE

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

REGISTERED AGENT

Ricardo A. Gonzalez &
Associates, P.A.

REGISTERED OFFICE

7270 N.W. 12th Street
Airport Executive Tower II
Penthouse No. 9
Miami, FL 33126

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles are as follows:

NAME

Ricardo A. Gonzalez, Esq.

ADDRESS

7270 N.W. 12th Street
Airport Executive Tower
Penthouse No. 9
Miami, FL 33126

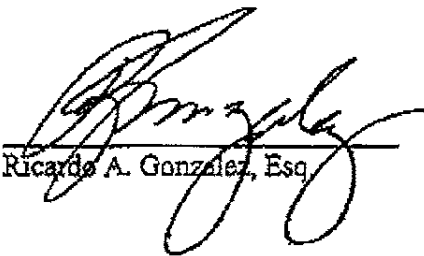
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and

directors, to the fullest extent permitted by law as the law now exists or as may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of June, 2003.

Incorporator:



Ricardo A. Gonzalez, Esq.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **BRASIL-USA MEDICAL MARKETING, INC.**
2. The name and address of the registered agent and office is:

Ricardo A. Gonzalez & Associates, P.A.
Airport Executive Tower, II
7270 N.W. 12th Street
Penthouse No. 9
Miami, Florida 33126

Having been named registered agent and to accept service of process for the above-mentioned 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.

Signed this 6th day of June, 2003

Ricardo A. Gonzalez & Associates, P.A.

By:


Ricardo A. Gonzalez, Esq.

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