

Dec 10 2004 02:22p

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Division of Corporations

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

PAL-MED CONSULTING GROUP, INC

Certificate of Status	0
Certified Copy	1
Page Count	07
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Certificate of Incorporation of PAL-Med Consulting Group, Inc

The undersigned subscriber(s) to this **ARTICLES OF INCORPORATION** a natural person(s) competent to contract form a corporation under the laws of the State of Florida.

Article One

The name and address of this business corporation shall be:

PAL-Med Consulting Group, Inc
1825 Ponce De Leon Blvd - Suite # 373
Coral Gables, Florida 33134

Article Two

The general nature of business or businesses to be transacted will be to Distribute pharmaceutical nutritional and other health related products in the United States of North America or any foreign country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent in any part of the world.

We will not manufacture any product, at least originally, but rather, will act as the operating arm of manufacturing companies that produce the type of products requested by our clients at their desired configurations and ascertaining that they are in compliance with all their specific requirements.

We plan to establish entities in several different locations overseas, chartered as branches of PAL-Med Consulting Group, Inc., a foreign corporation housed in Florida.

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To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, execute mortgages, transfer of corporate property or other instrument to secure the payment of corporate property or other instrument to secure the payment of corporate property indebtedness as required. To seek independent distributors or investors to promote in a franchise type structure our product. Furthermore:

This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida, including all of the above, but not limited to same.

Article Three

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: **UPON ACCEPTANCE BY THE SECRETARY OF STATE.**

Article Four

Capital Stock

- | | |
|-------------------------------|---|
| A. <u>Designation:</u> | The Stock of this corporation shall be known as common stock. |
| B. <u>Authorized:</u> | The maximum number of shares of common stock that this corporation may issue is: (10,000) SHARES |
| C. <u>Par-Value:</u> | Each share of common stock shall have a par value of :
One (\$1.00) DOLLAR. |
| D. <u>Considerations:</u> | Shares of common stocks may be issue in exchange for cash, real property, labor or services rendered or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive. |
| E. <u>Non-Assess ability:</u> | Each share of common stock shall be issue in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable. |
| F. <u>Voting Rights:</u> | Each share of common stock entitles the record holder thereof to one vote upon each proposal presented at |

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meeting of the stockholders of the corporation.

- G. Dividends: Records holders of common stock are entitled to receive their pro-rate share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation: Holders of common stock are entitled. In the event of the liquidation of dissolution of this corporation, to receive their pro-rate share of any assets of this corporation remaining after payment of all corporate debts and obligations.
- I. Right of First Refusal: In order to avoid for one of the original shareholders to sell to another and becoming majority. In the event that any one of the Stockholders wants to sell its shares, the Corporation will have the right to purchase them at their appraised value and divided them among the remainder stock holders in equal parts.

Article Five

Minimum Capital

The amount of capital with which the corporation shall begin shall not be less than:
ONE THOUSAND AND 00/100 (\$1,000.00) DOLLARS.

Article Six

Corporate address

This initial Post Office address of the principal office of this corporation in the State of Florida is: 1825 Ponce De Leon Blvd- Suite #373 Coral Gables, Florida 33134

Article Seven

Number of Directors and Stockholder Shares

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This corporation shall have three (3) Directors initially, although the number of Directors may increase or diminish from time to time by the stockholder but shall never be less than one.

Pedro Lopez	5,000.00 SHARES
Alex Lopez	2,500.00 SHARES
Luis Lopez	2,500.00 SHARES

Article Eight

First Board of Directors

PRESIDENT/SECRETARY/DIRECTOR:	Pedro Lopez
EXECUTIVE VICE-PRESIDENT/DIRECTOR	Alex Lopez
EXECUTIVE VICE-PRESIDENT/TREASURER/DIRECTOR:	Luis Lopez

Article Nine

Subscribers Address

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

Pedro Lopez	1825 Ponce De Leon Blvd- Suite #373 Coral Gables, Florida 33134
Alex Lopez	1825 Ponce De Leon Blvd- Suite #373 Coral Gables, Florida 33134
Luis Lopez	1825 Ponce De Leon Blvd- Suite #373 Coral Gables, Florida 33134

Article Ten

Amendment

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

Article Eleven

Resident Agent

The Resident Agent of this corporation is:

Alex Lopez 1825 Ponce De Leon Blvd- Suite #373 Coral Gables, Florida 33134

The Corporation may change its resident agent and principal office any time.

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IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.
DATE: January 17, 2004


Pedro Lopez
President/Secretary/Director


Alex Lopez
Executive Vice-President/Director


Luis Lopez
Executive Vice-President/Treasurer/Director

CERTIFICATE DESIGNATING PLACE OR BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.

1815 Ponce De Leon Blvd- Suite #373 Coral Gables, Florida 33134

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

PAL-Med Consulting Group, Inc.

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desiring to organize under the Laws of the STATE OF FLORIDA, with its principal office indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, as named:

Alex Lopez
125 Ponce De Leon Blvd- Suite #373 Coral Gables, Florida 33134

as its agent to accept service of process within this state:

Dated: December 07, 2004


Pedro Lopez
President/Secretary/Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE ESTATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Dated: December 07, 2004


Alex Lopez, Registered Agent