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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MEDBID USA, INC.**

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**ARTICLES OF INCORPORATION**

**OF**

**MEDBID USA, INC.**

**ARTICLE I**

**NAME**

The name of the corporation is MEDBID USA, INC.

**ARTICLE II**

**ADDRESS**

The mailing address and principal office of the corporation is 2665 South Bayshore Drive, Suite 703, Miami, Florida 33133.

**ARTICLE III**

**PURPOSE**

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE IV**

**DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

**ARTICLE V**

**POWERS**

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

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**ARTICLE VI**

**CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Thousand (1,000); with each such share having a par value of One Dollar (\$1.00) for an aggregate par value of One Thousand Dollars (\$1,000).

The corporation is authorized to issue any shares of stock of any class or of any series of any class with such powers, preferences and relative, participating, optional or other rights, if any, as may be determined from time to time by the Board of Directors.

**ARTICLE VII**

**DIRECTOR**

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and addresses of the initial directors of the corporation are:

**Arun Kapoor**  
2665 South Bayshore Drive  
Suite 703  
Miami, FL 33133

**Armand Kulpa**  
2665 South Bayshore Drive  
Suite 703  
Miami, FL 33133

**Ajay Chopra**  
2665 South Bayshore Drive  
Suite 703  
Miami, FL 33133

**Manish Sangal**  
2665 South Bayshore Drive  
Suite 703  
Miami, FL 33133

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**ARTICLE VIII**

**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is:

Alonso Sanchez, Esq.  
Richards & Associates, P.A.  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

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TALLAHASSEE, FLORIDA

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**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

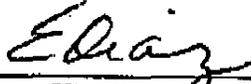
World Corporate Services, Inc.  
2665 South Bayshore Drive, Suite 703  
Miami, Florida 33133

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IX of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 20<sup>th</sup> day of December, 2007.

WORLD CORPORATE SERVICES, INC.  
a Florida corporation

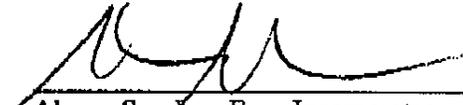
By:

  
Elena Diaz, Vice President

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**IN WITNESS WHEREOF**, I have made and subscribed these Articles of Incorporation  
this 20<sup>th</sup> day of December, 2007.

By:

  
\_\_\_\_\_  
Alonso Sanchez, Esq., Incorporator