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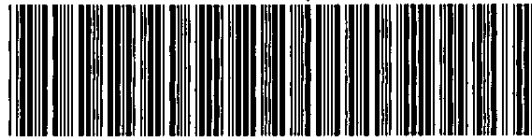
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MRS  
6/30

~~109-29404~~  
109-30033

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Archimedical USA, Inc.

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: Seth 6/26 11:00  
 Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

June 24, 2009

CAPITAL CONNECTION, INC.  
ATTN: SETH  
\*\*\*WALK-IN\*\*\*

SUBJECT: ARCHIMED USA, INC.  
Ref. Number: W09000029404

We have received your document for ARCHIMED USA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 409A00021528

**CERTIFICATE OF INCORPORATION**

- of -

**ARCHIMEDICAL USA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, THE UNDERSIGNED, hereby declare my intent to form a corporation under the Laws of the State of Florida, by and under provisions of the Statutes of the State of Florida.

**ARTICLE I**

The name of this corporation shall be: **Archimedical USA, Inc.**

**ARTICLE II**

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE III**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at one time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

**ARTICLE IV**

The amount of capital with which this corporation will begin business shall be the sum of FIFTY- FIVE THOUSAND (\$55,000.00) DOLLARS.

**ARTICLE V**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**

The initial street address of the principle office of the corporation shall be:

2124 NE 63<sup>rd</sup> Court  
Ft. Lauderdale, FL 33308

## ARTICLE VII

The corporation shall have a Board of Directors which shall be responsible for the long term, broad operational business strategy of the corporation and an Executive Committee which shall be responsible for the daily operation of the business of the corporation.

The Board and the Executive Committee together shall determine the business strategy, which shall be implemented by the Executive Committee and the Board shall monitor the ongoing implementation.

The names and street addresses of the members of the first Board of Directors of this corporation are as follows:

Giulio Luparia	Via Ramazzotti 24, 20052 Monza (MI) Italy
Giuseppe Leggiero	Via Ramazzotti 24, 20052 Monza (MI) Italy
Elena Casolati	Via Ramazzotti 24, 20052 Monza (MI) Italy
Gil Mor	817 Wallingford Road, Cheshire, CT 06410
Avner Gluckshtad	21 Semadar Street, Rosh Haain, 48071 Israel
Jan Brinkman	12 Burkhardt Avenue, Dayton, OH 45403

The names and positions held on the Executive Committee of this corporation are as follows:

Gil Mor	Chief Scientific Officer
Avner Gluckshtad	Chief Financial & Operations Officer
Jan Brinkman	Chief Executive Officer
Gabriele Luparia	Representative of Archifin Srl ( sole start up financing source of the corporation)

## ARTICLE VIII

The number of Directors of this corporation shall be six (6); three (3) of which shall be appointed by ArchiFin Srl.

The number of members of the Executive Committee of this corporation shall be four (4); one (1) for each of the four (4) shareholders.

## ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as the sole subscriber is:

Jan Brinkman

12 Burkhardt Avenue, Dayton, OH 45403

**ARTICLE X**

Ownership of the corporation is as set out below:

Gil Mor	25 %
Jan Brinkman	25 %
Avner Gluckshtad	25 %
ArchiFin Srl	25 %

**ARTICLE XI**

Members of the first Board of Directors of this corporation hold the following offices:

Jan Brinkman	President
Giulio Luparia	Vice-President
Avner Gluckshtad	Secretary - Treasurer

**ARTICLE XII**

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

**ARTICLE XIII**

The registered agent of this corporation is Jan Brinkman.

**ARTICLE XIV**

In the event that a shareholder wishes to sell any or all of their ownership interest in the Corporation to a non-shareholder, said shareholder shall first offer said interest to the remaining shareholders at the same price as the bonafide non-shareholder has offered to pay for said interest. In such an event the remaining shareholders shall have Thirty (30) calendar days to either accept or reject their right of first refusal. All correspondence concerning the offer and either acceptance or rejection shall be in writing and shall be presented as appropriate to the shareholders, the selling shareholder and the Board of Directors.

In the event that a third party makes an offer to purchase the Corporation, a majority of the shareholders must agree to sell. The shareholders shall deliver their individual written responses to said offer to the Board of Directors within Twenty (20) business days of the Board of Directors

giving notice to the shareholders of said offer.

IN WITNESS WHEREOF, the undersigned, Jan Brinkman, being a natural person, competent to contract, has hereunto set his hand and seal this 19th day of June, 2009.

[Signature]  
JAN BRINKMAN

STATE OF OHIO  
COUNTY OF GLEENE

The foregoing instrument was acknowledged before me this 19th day of June, 2009, by JAN BRINKMAN who produced DRIVERS LICENSE as identification and who did take an oath.



Terri Gill  
Notary Public, State of Ohio  
My Commission Expires  
February 10, 2012

[Signature]  
Notary Public, State of OHIO  
Printed Name: TERRI GILL  
My Commission expires:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

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09 JUN 26 PM 1:29

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named 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.

1. The name of the corporation is: Archimedical, USA, Inc.
2. The name and street address of the registered agent is:

Jan Brinkman

3. The street address of the registered office of the corporation is:

2124 NE 63<sup>rd</sup> Court  
Ft. Lauderdale, FL 33308

HAVING BEEN NAMED AS REGISTERED AGENT 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.

JAN BRINKMAN

