

AN. 25. 2010 9:32 AM ions RICARDO MARTINEZ NA 652 PF. 2 of 1
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FLORIDA PROFIT/NON PROFIT CORPORATION
NEW EXEL-MEDICAL CORPORATION

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RICARDO MARTINEZ

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**ARTICLES OF INCORPORATION
NEW EXEL-MEDICAL CORPORATION**

Article I - Name

The name of this corporation is **NEW EXEL-MEDICAL CORPORATION**.

Article II - Purpose

This corporation is organized to promote international trade of quality medical equipment, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase their pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address of this corporation is at 2717 NW 7 Avenue, Wilton Manors, Florida 33311.

The name of the initial Registered Agent of this corporation is SERGIO PENTON, of 782 NW LeJeune Road, Suite 437, Miami, Florida 33126.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the bylaws, but shall never be less than one (1). The

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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initial directors of this corporation are ALESSANDRO DEL GIACCIO, of 2717 NW 7 Avenue, Wilton Manors, Florida 33311, and MARYORY ARENDS DE DEL GIACCIO, of 2717 NW 7 Avenue, Wilton Manors, Florida 33311, who shall also respectively as the initial president, and as the initial vice-president, treasurer and secretary of the corporation.

Article VII - Incorporator

The names and addresses of the person signing these Articles is RICARDO MARTINEZ-CID, of 1699 Coral Way, Suite 510, Miami, Florida 33145, as agent for ALESSANDRO DEL GIACCIO and MARYORY ARENDS DE DEL GIACCIO, as tenants by the entirety.

Article VIII - Beginning of Corporate Existence

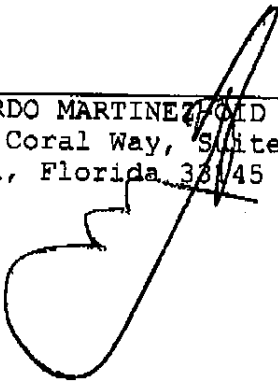
This corporation shall begin its corporate existence five (5) days before these articles are filed with the State of Florida, Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation, this January 21, 2010.

RICARDO MARTINEZ-CID
1699 Coral Way, Suite 510
Miami, Florida 33145



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1699 Coral Way, Suite 510, Miami, Florida 33145
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STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared RICARDO MARTINEZ-CID, who provided his Florida driver's license, as identification, and he acknowledged before me that he executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this January 21, 2010.





NOTARY PUBLIC
STATE OF FLORIDA

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
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Jan 2 JAN. 25. 2010 9:32AM Pento RICARDO MARTINEZ

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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That NEW EXEL-MEDICAL CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named SERGIO PENTON, of 782 NW LeJeune Road, Suite 437, Miami, Florida 33126, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
NEW EXEL-MEDICAL CORPORATION
to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this January 21, 2010.


SERGIO PENTON
Registered Agent

Prepared by: Ricardo Martinez-Cid
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Telephone (305) 859-7494 / Facsimile (305) 858-2513
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