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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MALL VIRTUAL CORP.**

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**ARTICLES OF INCORPORATION**

**OF**

**MALL VIRTUAL CORP.**

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of Florida Statutes.

**ARTICLE I – NAME**

The name of the Corporation is **MALL VIRTUAL CORP.** (hereinafter, "Corporation").

**ARTICLE II – PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

**10510 NW 74<sup>th</sup> Street  
Unit # 102  
Miami, FL 33178**

**ARTICLE III – PURPOSE OF CORPORATION**

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

3.1 This Corporation is organized with the purpose to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

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3.2 To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm association or corporation, town, city, county, state territory of government.

3.3 To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have and all powers above set forth as fully as natural person, whether a principals, agents trustees or otherwise.

3.4 To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owners of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.

3.5 To purchase, hold, sell and transfer the shares of its own capital stock; provide it shall not use its funds or property for the purchase of its own shares of capital; and provide further that shares of its own capital stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.

3.6 To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objectives of the Corporation whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation and to do any things herein before set forth the same extend as natural person might or could do.

#### **ARTICLE IV – CORPORATE CAPITALIZATION**

4.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock.

### **ARTICLE V – SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

5.1 The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

### **ARTICLE VI – POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **ARTICLE VII – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE VIII – REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and the address of the registered office of this Corporation are as follow:

ADOLFO E. IGLESIAS, EA  
12060 SW 129<sup>th</sup> Court  
Suite # 104  
Miami, Florida 33186

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**ARTICLE IX - INCORPORATORS**

The name and street address of the incorporators of this Corporation is:

**HUMBERTO HERRERA MERCHAN**  
10510 NW 74<sup>th</sup> Street  
Unit # 102  
Miami, FL 33178

**UNIDAD HEMATO-ONCOLOGICA C. A.**  
Clinica Falcon Piso 3 # 3-34 Ave 8  
Santa Rita Con Calle 85  
Maracaibo, Venezuela

**ARTICLE X - OFFICERS**

The director and officers of the Corporation shall be:

**Director:**

**HUMBERTO HERRERA MERCHAN**  
10510 NW 74<sup>th</sup> Street  
Unit # 102  
Miami, FL 33178

**Officers:**

*President:* **HUMBERTO HERRERA MERCHAN**  
10510 NW 74<sup>th</sup> Street  
Unit # 102  
Miami, FL 33178

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*Vice President:*

**LAURA HERRERA FRIAS**

10510 NW 74<sup>th</sup> Street

Unit # 102

Miami, FL 33178

*Secretary:*

**RODOLFO SALAS AUVERT**

10510 NW 74<sup>th</sup> Street

Unit # 102

Miami, FL 33178

**ARTICLE XI - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE XII - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XIII - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or thereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or may amendment hereto are granted subject to this reservation.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617, 0501,  
FLORIDA STATUTES, THE UNDERSIGNED 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: **MALL VIRTUAL CORP.**  
(Must include suffix)

2. The name and address of the registered agent and office is:

**ADOLFO E. IGLESIAS, EA**

(Name)

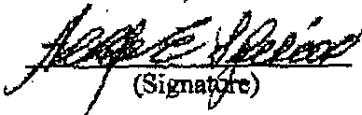
**12060 SW 129<sup>th</sup> Court, Suite 104**

(Street address - P.O. Box or Mail Drop Box NOT acceptable)

**Miami, FL 33186**

(City/State/Zip)

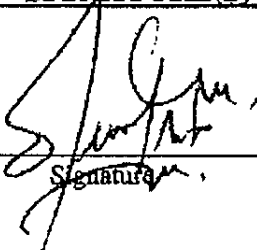
Having been named as registered agent and to accept service of process for the  
above stated corporation at the place designated in this certificate, I hereby accept  
the appointment as registered agent and agree to act in this capacity. I further agree  
to comply with the provisions of all statutes 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.

  
(Signature)

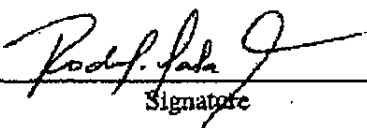
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**ARTICLE XIV - SIGNATURE(S) AND DATE**

  
\_\_\_\_\_  
Signature

**HUMBERTO HERRERA MERCHAN**  
Incorporator/ Director/President

  
\_\_\_\_\_  
Signature

**RODOLFO SALAS AUVERT**  
Secretary

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