

Charter Number On

P95000007310

1/24/5 5 JAN 1955

Requester's Name  
155 South Miami Ave PA-1

Address Miami FL 33130

City	State	ZIP	Phone
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# 1029 A

Double Wholesale Corp

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Will Wait	<input type="checkbox"/> Mail Out	<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

**CR2E031 (R8-85)**

 **Empire** Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION**  
**OF**  
**DOUBLE WHOLESALE CORP.**

I, the undersigned, heroby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare:

**ARTICLE I - NAME**

The name of the corporation shall be **DOUBLE WHOLESALE CORP.**

**ARTICLE II - ACTIVITY**

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

**ARTICLE III - MAXIMUM SHARES**

The maximum shares of stock, at one dollar (\$1.00) par value, that this Corporation is authorized to have outstanding at any time is **One thousand (1,000) shares.**

**ARTICLE IV - AMOUNT OF INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business will not be less than **One thousand (1,000.00) Dollars.**

FILED  
JUN 27 PM 12:44  
STATE  
OF FLORIDA  
TALLAHASSEE

#### **ARTICLE V - CAPITAL STOCK**

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lieu of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

#### **ARTICLE VI - EXISTENCE**

This Corporation is to have perpetual existence.

#### **ARTICLE VII - PRINCIPAL OFFICE**

The principal office of this Corporation shall be at:

**121 S.E. 1ST STREET SUITE 719  
MIAMI, FLORIDA 33131**

#### **ARTICLE VIII - BOARD OF DIRECTORS**

The number of the board of directors of the Corporation shall not be less than one person. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, is:

**THEREZA CHRISTINA MAGALHÃES . . . . . PRESIDENT  
AV. PREFEITO MENDES DE MORAIS, 1400  
BLOCO 1 AP.401  
SAO CONRADO, RJ, BRAZIL**

**EVA MARIA PEROZZE DE MENEZES . . . . . SECRETARY/TREASURER  
121 S.E. 1ST STREET  
MIAMI, FL 33131**

## **ARTICLE IX - INCORPORATORS**

The names and post office addresses of each incorporator to the articles of incorporation are as follows:

**THEREZA CHRISTINA MAGALHÃES  
AV. PREFEITO MENDES DE MORAIS, 1400  
BLOCO 1 AP.401  
SAO CONRADO, RJ, BRAZIL**

**EVA MARIA PEROZZE DE MENEZES  
121 S.E. 1ST STREET  
MIAMI, FL 33131**

## **ARTICLE X - LIMITATIONS OF CORPORATE STOCK**

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock at such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

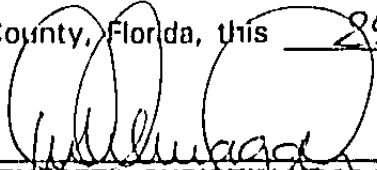
## **ARTICLE XI - FURTHER RIGHTS**

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of

Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

We, the undersigned, being the incorporators named for the purpose of forming a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Articles hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as hereinstated.

Subscribed at Miami, Dade County, Florida, this 25 day of JANUARY 1995.

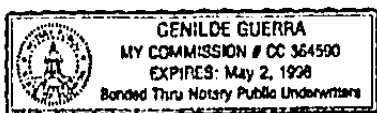
  
THEREZA CHRISTINA MAGALHÃES

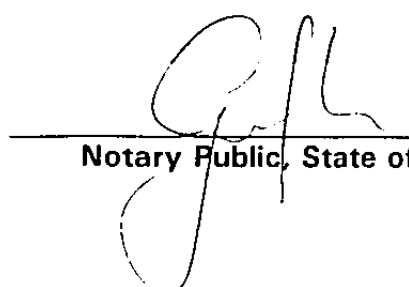
  
EVA MARIA PEROZZI DE MENEZES

STATE OF FLORIDA     )  
                                  )     SS.  
COUNTY OF DADE     )

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **THEREZA CHRISTINA MAGALHÃES** and **EVA MARIA PEROZZE DE MENEZES**, after showing Passport. as identity and being duly sworn by me, depose and say that they signed the above foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, This 25 day of JANUARY, 1995.



  
Notary Public, State of Florida

My commission expires:

**CERTIFICATE DESIGNATING  
PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA**

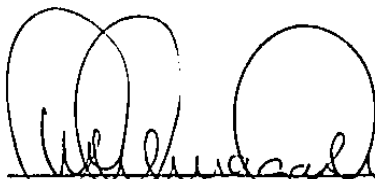
FILED  
JUN 21 PM 12:44  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
MIAMI, FLORIDA

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

That **DOUBLE WHOLESALE CORP.** is qualified to do business under the laws of the State of Florida, with its principal office at **121 S.E. 1ST STREET #719, MIAMI, FLORIDA 33131** and has appointed **THEREZA CHRISTINA MAGALHÃES** at the same principal office address as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby state that I am familiar with, understand and accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



**THEREZA CHRISTINA MAGALHÃES**  
Registered Agent

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

APPROVED  
AND  
FILED

96 SEP 24 PM 1:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PROFIT  
CORPORATION  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Tallahassee, Florida  
Secretary of State  
Bureau of Corporations

DOCUMENT # P95000007310

DOUBLE WHOLESALE, CORP.

Principal Place of Business: 8232 NW SOUTH RIVER DR  
MEDLEY, FL. 33166  
Mailing Address: 8232 NW SOUTH RIVER DR  
MEDLEY, FL. 33166

REINSTATEMENT 96

1. Date incorporated or qualified 01/27/1995		3a. Date of Last Report N/A	
4. FCI Number 65-0561386		Applied For Not Applicable	
5. Certificate of Status Desired <input checked="" type="checkbox"/>		\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent MAGALHAES, THEREZA C. 8232 NW SOUTH RIVER DR MEDLEY, FL. 33166		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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11. Pursuant to the provisions of Sections 607.01(2) and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change is authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: MAGALHAES, THEREZA C. DATE: 08/19/96

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P D	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MAGALHAES, THEREZA C.	12 NAME	
STREET ADDRESS	8232 NW SOUTH RIVER DR	13 STREET ADDRESS	000001970080
CITY-ST-ZIP	MEDLEY, FL. 33166	14 CITY-ST-ZIP	-10/10/96--01015--011
TITLE	D S T	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PEROZZE DE MENEZES, EVA M.	22 NAME	
STREET ADDRESS	121 S.E. 1ST STREET #719	23 STREET ADDRESS	****392.75 ****392.75
CITY-ST-ZIP	MIAMI, FL. 33131	24 CITY-ST-ZIP	
TITLE		31 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		32 NAME	V D
STREET ADDRESS		33 STREET ADDRESS	V. LIMA, LUIZ GUSTAVO
CITY-ST-ZIP		34 CITY-ST-ZIP	8232 NW SOUTH RIVER DR
TITLE		41 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		42 NAME	S D
STREET ADDRESS		43 STREET ADDRESS	TEIXEIRA, MARCIA V.
CITY-ST-ZIP		44 CITY-ST-ZIP	8232 NW SOUTH RIVER DR
TITLE		51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE		61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information included on this annual report or corporate annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: MAGALHAES, THEREZA C. 08/19/96 (305) 889-3492

CR2E034 (12/95)

P95000007310

9-19-96 Angelica

Knightbridge consultants  
155 S. Miami Ave. Ph-1  
Miami FL 33130

#539-0005

VALIDATION ONLY

FILED  
SEP 25 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

110000130421  
03/20/96--0109--021  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

CORPORATION(S) NAME

Double wholesale corp.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                    | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 |   |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution          | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report        | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation          | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies         | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem      | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait            | <input checked="" type="checkbox"/> Pick Up         |
|  |   | <input type="checkbox"/> Mail Out                   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

NC 496-19873  
10/1/96  
CERTIFIED COPY  
9-20

Empire Toll Free: 1-800-432-3028





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 20, 1996

EMPIRE

MIAMI, FL

SUBJECT: DOUBLE WHOLESale CORP.  
Ref. Number: P95000007310

We have received your document for DOUBLE WHOLESale CORP. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1996 annual report. The corporation must be reinstated before this document can be filed.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1996 through the current year, \$138.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$375.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 1996 Annual Report and Supplemental Fee.

Please return 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 (904) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 496A00043516

RECEIVED  
96 OCT 16 AM 10:20  
DIVISION OF CORPORATIONS

**AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
DOUBLE WHOLESALE CORP.**

96 SEP 25 PM 1:39  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

I, the undersigned, hereby for the purpose of amending the Articles of Incorporation of the corporation organized under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, incorporated on January 27, 1995 under number P95000007310 with the Secretary of State, amend the original Articles number I, VII, and VIII as follows. All other Articles of Incorporation remain unaltered and in force.

**ARTICLE I - NAME**

The name of the corporation shall be **VITA MEDICAL DISTRIBUTOR, INC.**

*Amendment adopted this August 28, 1996. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.*

**ARTICLE VII - PRINCIPAL OFFICE**

The principal office of this Corporation shall be 8232 NW South River Drive - Medley, Florida 33166.

*Amendment adopted this August 28, 1996. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.*

**ARTICLE VIII - BOARD OF DIRECTORS**

The number of directors of the corporation shall not be less than one person. The names and post office addresses of the Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws and the acts of legislature, shall hold office for one year or until their successors are elected and duly qualified, are:

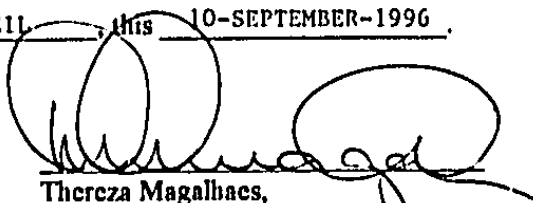
**Thereza Magalhaes ..... Director-President**  
8232 NW South River Drive  
Medley, Florida 33166

**Luiz Gustavo Valença de Lima ..... Director/Vice-President**  
8232 NW South River Drive  
Medley, Florida 33166

Marcia Valery Teixeira ..... Director-Secretary/Treasurer  
8232 NW South River Drive  
Medley, Florida 33166

*Amendment adopted this August 28, 1996. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.*

Signed at RIO DE JANEIRO, BRAZIL, this 10-SEPTEMBER-1996  
U.S. CONSULATE GENERAL

  
Thereza Magalhaes,  
Chairman of the Board of Directors


LEGATION  
REPUBLIC OF BRAZIL  
STATE OF RIO DE JANEIRO  
CITY OF RIO DE JANEIRO  
CONSULATE GENERAL OF THE  
UNITED STATES OF AMERICA

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared Thereza Magalhaes, who after showing PASSPORT as identity and being duly sworn by me, deposes and says that she signed the above Amendment to Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at \_\_\_\_\_, this \_\_\_\_\_ day of SEP 10 1996,  
1996.



My commission expires: INDEFINITE.

  
Notary Public  
Edwin L. Boffel  
Consul of the United States of America

PA5000007310

EFFECTIVE IMMEDIATELY

DATE: AUGUST 25TH 1997

TO: INTERNAL REVENUE SERVICE CENTER,  
FLORIDA DEPARTMENT OF REVENUE &  
FLORIDA DIVISION OF CORPORATIONS

FROM: VITA MEDICAL DISTRIBUTOR

REF.: CHANGE OF ADDRESS

FEIN.: 65-0561386

UCT-6: 1559158

TAX ID NO.: 23-08-462996-78

CORPORATE NO.: P95000007310

AS OF THE DATE REFERENCED ABOVE, OUR NEW BUSINESS AND  
MAILING LOCATION WILL BE:

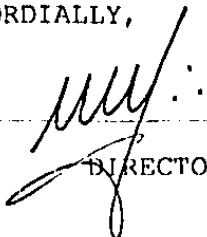
C/O THEREZA MALGAHAES  
444 BRICKELL AVENUE  
SUITE NO. 515  
MIAMI, FLORIDA 33131  
PHONE: (305) 577-0340 / FAX: (305) 577-0390

PLEASE REMEMBER TO UPDATE YOU RECORDS ACCORDINGLY. THANK YOU  
FOR YOUR TIME AND ATTENTION IN REGARDS TO THIS MATTER.

IRS: PLEASE ISSUES A NEW 8109 BOOKLET WITH CORRECT ADDRESS.

F.D.O.R. PLEASE ISSUE A NEW DR-15 BOOKLET AND SALES TAX  
CERTIFICATE SHOWING THE CORRECT ADDRESS.

CORDIALLY,

  
DIRECTOR

CC: I.R.S.  
F.D.O.R.  
FILE

*Keelley*  
9/10