

P95000019564

February 22, 1995

Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, FL 32314

Re: ATLANTIS MEDICAL CORPORATION

000000141100  
02/28/95 00005-0019  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

FILED  
1995 MAR -9 AM 10:03  
TALLAHASSEE  
FLORIDA

Very truly yours,



Cecilia Kreplak  
Atlantis Medical Corporation  
13000 SW 112 Avenue  
Miami, Florida 33176

DOB 3/01/95  
706,524  
All persons signing  
as subscribers must  
be listed in list  
2295-1111 P95-19564



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 1, 1995

CECILIA KREPLAK  
ATLANTIS MEDICAL CORPORATION  
13000 SW 112TH AVE.  
MIAMI, FL 33176

SUBJECT: ATLANTIS MEDICAL CORPORATION  
Ref. Number: W95000004617

We have received your document for ATLANTIS MEDICAL CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

All persons signing as subscribers must be listed in Article VIII.

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) 487-6929.

Brendolyn Bruton  
Corporate Specialist

Letter Number: 095A00009267

FILED  
1955 MAR -9 14 10 03  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ATLANTIS MEDICAL CORPORATION

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be ATLANTIS MEDICAL CORPORATION

Article II

DURATION

The term of existence of this corporation is perpetual

ARTICLE III

PURPOSE

The corporation may transact any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1000 all of which shall be common shares with par value of \$1.00.

## ARTICLE V

### PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

## ARTICLE VI

### DIRECTORS

VIa) The Board of Directors of the corporation shall consist of no less than one (1) nor more than seven (7) members.

VIb) The composition of the first Board of Directors is as follows:

Cecilia Kreplak.....	Director
Graciela Napoli.....	Director

## ARTICLE VII

### REGISTERED OFFICE

The address of the initial registered office of the corporation is 13000 SW 112 Avenue, Miami, Florida 33176 and the name of the initial registered agent is Cecilia Kreplak.

ARTICLE VIII

INCORPORATOR

The name of the incorporators ARE: Cecilia Kreplak whose address is 13000 SW 112 Avenue, Miami, Florida 33176 and GRACIELA NAPOLI WHOSE ADDRESS IS 12910 SW 83 STREET, MIAMI, FL 33183

ARTICLE IX

MAILING ADDRESS OF CORPORATION

The address of the corporation is: 13000 SW 112 Avenue, Miami, FL 33176

ARTICLE X

ACCEPTANCE OF DUTIES AS REGISTERED AGENT

Having been named as registered agent herein, the undersigned Cecilia Kreplak, hereby agrees to accept service of process within the State of Florida for the corporation at the place designated in these Articles; to otherwise act in the capacity of registered agent, to comply with the provisions of the Act relative to keeping open said office.

IN WITNESS WHEREOF, I have subscribed my name this 20 day of February, 1995.

  
Cecilia Kreplak  
Registered Agent

*Graciela Napoli*

*\* Cecilia Kreplak*

STATE OF FLORIDA     )  
                                  SS.  
COUNTY OF Dade     )

On this 20 day of February 1995, before me, the undersigned Notary Public, personally appeared Cecilia Kreplak and Graciela Napoli, known to me to be the individuals whose names are subscribed to the within instrument, and acknowledge that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

*Maria Valdes*  
Notary Public-State of Florida  
My Commission Expires:

STATE OF FLORIDA  
DADE COUNTY

SWORN AND SUBSCRIBED BEFORE ME

THIS 21<sup>st</sup> DAY OF February, 1995



CORPORATE RESOLUTION  
ATLANTIS MEDICAL CORPORATION

FILED  
1995 MAR -9 AM 10:03  
SEAL  
TALLAHASSEE, FLORIDA

On this 22nd. day of February, 1995, the board of directors of the corporation have called this meeting to:

RESOLVE THAT, the following, individuals shall be named to the offices herein noted:

Graciela Napoli.....President  
Cecilia Kreplak.....Vice President  
Cecilia Kreplak.....Treasurer  
Cecilia Kreplak.....Secretary

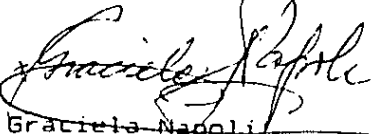
THAT, no one Director shall appoint, discharge or change any corporate officers. The above appointments shall remain in effect until such time this Board meets and votes to change the same.

THAT, the shareholders of this corporation are as follows:

Cecilia Kreplak.....50%  
Graciela Napoli.....50%

THAT, this board decides all bank accounts, including but not limited to, lines of credit, notes, letters of credit, and certificates of deposit, shall require the signatures of all corporate officers. For the specific establishment of the operational account, all checks and debits must be authorized by all corporate officers in effect requiring all checks to be signed by the President and Secretary of the corporation. This applies to all checks and debits without regard to a minimum amount.

Without further pending matters in the agenda, this first board of Directors is adjourned.

  
Graciela Napoli

  
Cecilia Kreplak