

**ARTICLES OF INCORPORATION
OF
MEDEREX CORPORATION U.S.A.**

JAN 10 1966
STATE OF FLORIDA
SECRETARY OF STATE

Pursuant to Section 607 of the Corporation Laws of the State of Florida:

The undersigned, for the purpose of forming a corporation pursuant to Florida Law, Section 607, hereby certifies as follows:

1. The name of the corporation shall be:

MEDEREX CORPORATION U.S.A.

The purpose of the Corporation shall be:

- a. To do everything necessary, proper or advisable for the practice of law, provided the same not be inconsistent with the Laws of Florida.

2. The aggregate number of authorized share of stock the Corporation may issue is 50 shares of No par value stock.

3. The principal office of the Corporation shall be located at: 9350 South Dixie Highway, Suite 1270 Miami, Florida 33156.

4. The amount of capital with which the Corporation shall begin business will be: \$500.00.

5. Allen H. Gruber is hereby designated as the Resident Agent of the Corporation upon whom process may be served. The address to which the Secretary of State shall mail a copy of any notice required by law is: 9350 South Dixie Highway, Suite 1270, Miami, Florida 33156.

6. There shall be 1 director(s) of the Corporation, who, unless otherwise provided by the By-Laws, shall hold office for the

first year's existence of the Corporation or until their successors are elected or appointed and have qualified.

7. The names and addresses of the Directors of the Corporation are: Allen H. Gruber, 9350 South Dixie Highway, Suite 1270, Miami, Florida 33156.

8. The names and addresses of the subscribers of these Articles of Incorporation are: Allen H. Gruber, 9350 South Dixie Highway, Suite 1270, Miami, Florida 33156.

9. The names and addresses of the officers of the Corporation who shall hold office for the first year or until their successors are chosen are: Allen H. Gruber, President 9350 South Dixie Highway, Suite 1270, Miami, Florida 33156.

10. The address of the Registered Office of the Corporation shall be: 9350 South Dixie Highway, Suite 1270, Miami, Florida 33156.

11. The Registered Agent of the Corporation shall be: Allen H. Gruber.

12. The By-Laws of the Corporation may be created, altered or amended by the Directors of the Corporation in the following manner:

a. At any regular meeting, any Director may propose an addition or amendment to the By-Laws and such proposal shall thereafter be considered by the Directors. A majority of the shareholders shall ultimately decide on any alterations, amendments or deletions.

b. Notice of any such alteration of the By-Laws shall be given not more than ten (10) days after said vote and each

Director shall be given a copy, as well as the Office of the Secretary of State.

13. Amendments to the Articles of Incorporation:

a. May be proposed by any Director of the Corporation.
b. Amendments shall be offered in writing to each Director ten (10) days prior to any scheduled meeting. Majority vote of the shareholders shall determine the passage of an amendment.

c. Each shareholder shall be awarded one vote for each share of common stock owned at the time of any meeting called for the purpose of voting on an amendment.

d. Amendments to the Articles of Incorporation which are subsequently adopted shall be duly noted in the Minute Book and a certified copy thereof shall be forwarded to the Secretary of State.

IN WITNESS WHEREOF, the subscriber(s) hereto set hand(s) and seal(s) at 9350 South Dixie Highway, Suite 1270, Miami, FL 33156, this 31 day of MARCH, 1995.


ALLEN H. GRUBER,

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that NEBEREX CORPORATION U.S.A., qualifies under the laws of the State of Florida, with its principal place of business at 9350 South Dixie Highway, Suite 1270, Miami, Florida 33156 State of Florida, has named Allen H. Grubor located at 9350 South Dixie Highway, Suite 1270, Miami, Florida 33156 as its agent to accept service of process within Florida.

Signature: *Allen H. Grubor*

Title: *President*

Date: *3-31-95*

RECEIVED
MAR 31 1995
STATE OF FLORIDA
SHERIFF'S OFFICE
MIAMI

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: *Allen H. Grubor*

Date: *3-31-95*