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ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

May 30, 1995

800001505458
-06/02/95--01122--004
****105.00 ****105.00

800001505458
-06/02/95--01122--005
*****17.50 *****17.50

Department of State
Division of Corporations
George Firestone Building
Tallahassee, Florida 32399

Re: Distribuciones Medico Industriales, Inc.
Incorporation

Distributors of Medical Industries, Inc.
Dear Sirs:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of Distribuciones Medico Industries, Inc., duly executed by the Incorporator and Registered Agent thereof. Also enclosed are two checks totalling \$122.50 representing the filing fee and a certified copy of these Articles of Incorporation.

Should you have any questions, please contact the undersigned.

Very truly yours,

PAUL B. STEINBERG

PBS/bs
Enclosures

NEW YORK OFFICE
674 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

95 JUN -2 PM 5:09

FILED

JAB
1/12/95

FILED

95 JUN -2 PM 5:10

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

DISTRIBUCIONES MEDICO INDUSTRIALES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of the corporation shall be: DISTRIBUCIONES MEDICO INDUSTRIALES, INC.

ARTICLE II.

Nature of Business

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III.

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.
Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be c/c Oscar Compain, 6861 S.W. 95th Avenue, Miami, Florida 33173, or such other location as the Board of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are: ALONSO HERNANDEZ-GRIMALDO and ALFREDO HERNANDEZ-SENIOR both at 6861 S.W. 95th Avenue, Miami, Florida 33173.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is: ALONSO HERNANDEZ-GRIMALDO at 6861 S.W. 95th Avenue, Miami, Florida 33173.

**ARTICLE VIII.
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 6861 S.W. 95th Avenue, Miami, Florida 33173, and the name of the initial registered agent of this corporation at that address is OSCAR COMPAIN.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 25th day of May, 1995.

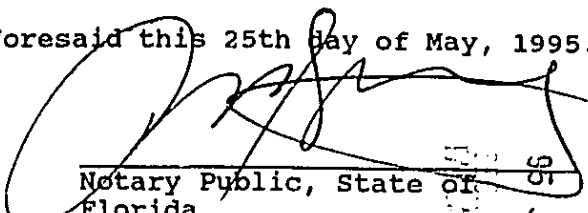

ALONSO HERNANDEZ-GRIMALDO

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ALONSO HERNANDEZ-GRIMALDO, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 25th day of May, 1995.

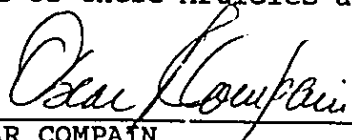



Notary Public, State of
Florida
PAUL B. STEINBERG
My Commission CC327467
Expires Nov. 21, 1997
Bonded by HAI
800-422-1555

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for DISTRIBUCIONES MEDICO INDUSTRIALES, INC. and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.


OSCAR COMPAIN

FILED
95 JUN -2 PM 5:10
NOTARY PUBLIC
STATE OF FLORIDA