



151 MAJORCA AVENUE SUITE C CORAL GABLES, FLORIDA 33134

TEL: (305) 444-8323  
FAX: (305) 444-8334

P95000054203

June 29, 1995

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

300001533833  
-07/10/95--01082--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ICEL AMERICA, INC.

Dear Sirs:

We are enclosing the following:

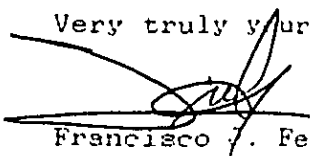
- 1) Articles of Incorporation of the subject company, duly executed
- 2) Check for \$122.50 covering:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent Designation	35.00
	-----
	\$122.50
	=====

FILED  
95 JUL 10 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you for your assistance.

Very truly yours,

  
Francisco J. Fernandez

B. REGISTER JUL 13 1995

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FILED

95 JUL 10 PM 2:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION  
OF

ICRL AMERICA, INC.

The undersigned hereby subscribes this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be  
ICRL AMERICA, INC.

ARTICLE TWO

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

ARTICLE THREE

The maximum number of shares of stock which the corporation will have outstanding at any time shall be 500 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$ 500.00 (five hundred and 00/100 dollars).

#### ARTICLE FIVE

This Corporation shall have perpetual existence.

#### ARTICLE SIX

Initially the principal office of the corporation shall be located at 4540 Bougainville Drive, # 4, Fort Lauderdale, FL 33306. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

#### ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be three directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

#### ARTICLE EIGHT

The names and post office addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

#### BOARD OF DIRECTORS

Peter Lemke  
Director-Chairman-Secretary

Ricardo Batista da Silva  
Director

Francisco Xavier Ferreira  
Director

4540 Bougainville Dr., # 4  
Fort Lauderdale, FL 33308

#### ARTICLE NINE

The name and post office address of the officer of  
this corporation is :

Peter Lemke  
President, Treasurer

Ricardo Batista da Silva  
Vice-President

Francisco Xavier Ferreira  
Vice-President

4540 Bougainville Dr., # 4  
Fort Lauderdale, FL 33308

#### ARTICLE TEN

The name and post office address of each subscriber to  
these Articles of Incorporation is:

Francisco J. Fernandez  
151 Majorca Avenue  
Coral Gables, FL 33134

#### ARTICLE ELEVEN

This corporation shall have full power to carry on and  
transact each or all of the businesses enumerated in Article  
Two of this Certificate, and shall have all the general and  
additional powers now and hereafter conferred upon it by law.

#### ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole thereof shall have been paid.

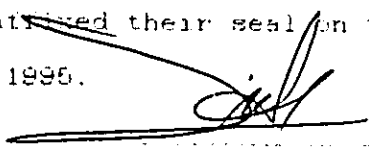
#### ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

#### ARTICLE FOURTEEN

This corporation shall designate Gabriel Frata, with offices located at 151 Maiorca Ave. Coral Gables, Florida, 33134 as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hand and affixed their seal on this twenty ninth day of June of 1995.

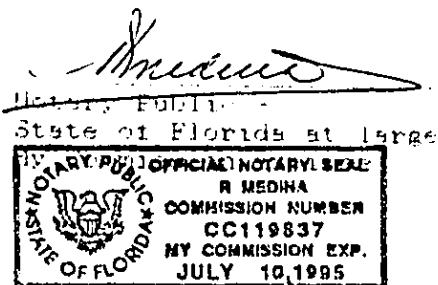
  
Francisco J. Fernandez

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared FRANCISCO J. FERNANDEZ who after first having been duly sworn, executed the foregoing Certificate of Incorporation of ICEL AMERICA, INC. freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida this twenty-ninth day of June of 1995.



Personally known        or produced identification

Type of identification produced

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

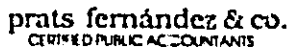
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48, 1961, Florida Statutes, the following is submitted, in compliance with said Act:

ICEL AMERICA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation as the city of Miami, County of Dade, State of Florida has named GABRIEL PRATS with offices at 151 Majorca Ave., Coral Gables, Florida

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
GABRIEL PRATS



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-12/27/95--01023--010  
\*\*\*\*43.75 \*\*\*\*43.75

FILED  
36 MAR 29 AM 10:32  
TOLAHASSEE, FLORIDA  
950000960





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 10, 1996

FRANCISCO FERNANDEZ  
151 MAJORCA AVE., SUITE C  
CORAL GABLES, FL 33134

SUBJECT: ICEL AMERICA, INC.  
Ref. Number: P95000054203

We have received your document for ICEL AMERICA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly.

If shareholder approval was not required, a statement to that effect must be contained in the document.

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 596A00001225

FILED  
36 JUL 29 AM 11:32  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
ICEL AMERICA, INC.

The undersigned hereby subscribes these Articles of Amendment for the purpose of amending the Corporation's Articles of Incorporation under section 607.1006. Florida Statutes, as approved by all the Stockholders and Directors of the Corporation:

ARTICLE ONE

Henceforth the name of the corporation shall be:

BRASAMERICA MEDICAL EQUIPMENT, INC.

ARTICLE TWO

The names and post addresses of the stockholders, Directors and officers of the corporation are as follows:


Peter Lemke	Nelson Luis Casarotti Mafei
President-Chairman-Director	Vice-President, Director

Rogério Florentino da Silva  
Vice-President, director

4540 Bougainville Dr., #4  
Fort Lauderdale, Florida 33308

The shareholders and Directors have unanimously approved the adoption of these articles.

In witness whereof, the undersigned Peter Lemke, Chairman, President-Chairman-Secretary and Director has hereto set his hand and affixed his seal on this 19th day of January of 1996.

  
Peter Lemke

FILED  
36 JAN 29 AM 10:33  
TALLAHASSEE, FLORIDA