

08/31/95

FAS-T CORPORATE AGENTS

(305) 599-0839

P. 001

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8/31/95

FLORIDA DIVISION OF CORPORATIONS

9:00 AM

PUBLIC ACCESS SYSTEM

((H95000009662)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: U.S. HEALTH PRODUCTS & TEST CORPORATION

FAX AUDIT NUMBER: H95000009662

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/31/1995

TIME REQUESTED: 08:59:58

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** ENTER 'M' FOR MENU. **

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9:00 AM

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TALLAHASSEE, FLORIDA

RECEIVED
01 AUG 31 AM 10:10
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

U.S. HEALTH PRODUCTS & TEST CORPORATION

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

U.S. HEALTH PRODUCTS & TEST CORPORATION

The principal place of business is: 10000 SW 56th St., Suite 15
Miami, Florida 33165

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have power:
To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

Prepared by: Luis P. Leyva
10000 SW 56th St, Suite 15
Miami, FL 33165
(305) 274-9080

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TALLAHASSEE, FLORIDA

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 8607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

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To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 6607.014;

ARTICLE IX

The aggregate number of shares which the corporation shall have authority to issue is the total sum of -----1,000-----shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE X

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Luis P. Leyva
10000 SW 56th Pt., Suite 15
Miami, Florida 33165

ARTICLE XI

The initial Board of Directors shall consist of a total of two (2) person(s) and the name and address of the person(s) who is(are) to serve as an initial director(s) is(are):

Luis P. Leyva
4930 S.W. 91st Avn.
Miami, Fl 33165

Rene Eiranova
13706 SW 23rd Terrace
Miami, Florida 33175

08/31/95 09:56

FAS-T CORPORATE AGENTS

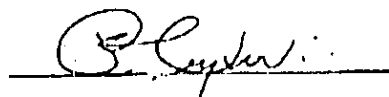
(305) 592-9591
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P. 006

The name and address of the incorporator executing these Articles of Incorporation is:

Luis P. Loyva
10000 NW 56th ST., Suite 15
Miami, Florida 33165

IN WITNESS WHEREOF, the undersigned incorporator hereby executed these Articles of Incorporation this 30th day of August, 1995.



STATE OF FLORIDA)

) SS.

COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Luis P. Loyva, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 30th day of August, 1995.

NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN. 1, 1996
BONDED THRU GENERAL INS. CO.

(5)

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08/31/95 09:56 FAS-T CORPORATE AGENTS

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TALLAHASSEE, FLORIDA

P. 001

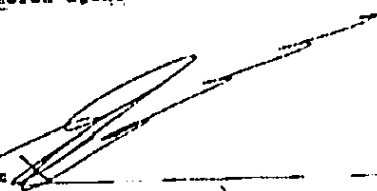
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT, REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: U.D. HEALTH PRODUCTS & TEST CORPORATION.

2. The name and address of the registered agent and office is:

LUIS P. LEYVA
10000 NW 56th St., Suite 15
MIAMI, FLORIDA 33165

SIGNATURE 

TITLE President

DATE 8-30-95

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE 8/30/95

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