

Charter Number Only

P960000 11287

2/5/96

JAMES Doddo

Requestor's Name  
2100 Coral Way #1504

Address  
Miami FL 33145

City State ZIP Phone

858-1052A

VALIDATION ONLY

FILED  
96 FEB -5 PM 12:21  
RECEIVED  
DIVISION OF REVENUE

400001708174  
-02/06/96-01102-005  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

CORPORATION(S) NAME

BIG SUN DISTRIBUTORS, INC.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> After 4:30	<input type="checkbox"/> Pick Up
<input type="checkbox"/> Will Wait	<input type="checkbox"/> Mail Out	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED  
COPY

RECEIVED  
DIVISION OF REVENUE  
96 FEB -6 PM 11:11  
Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION**

**OF**

**BIG SUN DISTRIBUTORS, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be:

**BIG SUN DISTRIBUTORS, INC.**

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business and the objects and purpose proposed to be transacted and carried on are to engage in and do any and all activities or businesses permitted under the laws of the United States and the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

12710 S.W. 147th Street  
Miami, FL 33186

**ARTICLE IV - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand shares of voting stock  
with \$1.00 par value per share

**ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Michael Heil  
12710 S.W. 147th Street  
Miami, FL 33186

FILED  
FEB-5 PM 2:21  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

#### ARTICLE VI - INCORPORATOR

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

Michael Hail

12710 S.W. 147th Street  
Miami, FL 33186

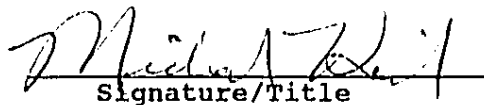
#### ARTICLE VII

These Articles may be amended, provided, every Amendment is approved by a majority of the Board of Directors and Stockholders.

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or subscribers, or who, at the request of the Board of Directors or Stockholders of the corporation in which the corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts, paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, actions, suit or proceeding in which they, or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation, except in relation to matters as to which any such directors or officer shall be adjudged in any action, suit, or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights, to which the indemnification may be entitled under any law, or bylaw, agreement, vote of stockholders, or otherwise.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members, and upon the dividends due them for any indebtedness to the Corporation of such members of the Corporation.

The undersigned has executed these Articles of Incorporation this 2 day of February, 1976.

  
Signature/Title

**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:

**BIG SUN DISTRIBUTORS, INC.**

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

**MICHAEL HEIL**  
12710 S.W. 147th Street  
Miami, FL 33186

SIGNATURE \_\_\_\_\_

*Michael Heil*  
(CORPORATE OFFICER)

TITLE \_\_\_\_\_

*President*

DATE \_\_\_\_\_

*2-2-96*

HAVING BEEN NAMED 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

*Michael Heil*

DATE: \_\_\_\_\_

*2-2-96*

## MEMORANDUM

### SUMMARY OF LEGAL REQUIREMENTS FOR STATE OF FLORIDA AND FEDERAL GOVERNMENT

1. Federal Employer I.D. Number. We have withheld making application on your behalf for a Federal Employer ID number, you will have your accountant make application when you are ready to commence operations.

2. Withholding Federal Income and Social Security Taxes. An employer may have to withhold income and social security taxes for taxable wages paid to its employees. Procedures for this withholding tax may be found in Circular E, Employer's Tax Guide, which is distributed by the IRS. You or your accountant should ensure that all employees, if any, complete the employee withholding exemption certificate, Form W-4. Based on the information contained in this certificate and the approximate tax table contained in the Employer's Tax Guide, the amount of money to be withheld from each wage payment can be determined. The withholding tax and social security taxes should be accompanied by the Federal Tax Deposit Form 501 and deposited at an authorized commercial bank. Deposits are required on a semi-monthly, monthly or quarterly basis, depending on the amount of tax involved. A return, Form 941, must be filed on a quarterly basis on or before the end of the month following each calendar quarter. In addition, you must furnish two copies of the Form W-2 for the calendar year to each employee no later than the following January 31, or if the service of the employee is terminated, no later than 30 days after the last payment of wages is made to the employee.

You should be aware that the officer or other person who is charged with the withholding of taxes on behalf of the company may become personally liable for the company's failure to do so.

3. Federal Unemployment Tax. If the company has one or more employees on at least one day of each of 20 calendar weeks in a calendar year or during the preceding year, or has paid wages of \$1,500.00 or more during any calendar quarter in the current or preceding calendar year, the company may be required to pay federal unemployment tax.

4. Workers' Compensation. Most Florida employers are subject to the state's workers' compensation laws. These laws impose liability on the employer for industrial accidents regardless of the employer's negligence and provide for scheduled benefits to be paid for such injuries. You should obtain sufficient workers' compensation liability insurance from an authorized insurer. This insurance can be procured through local agents.

5. Florida Annual Report. Each year the company must file statement with the Secretary of State noting the names and addresses of its officers and directors and the address of its principal place of business. This form also requires a statement that all filings and fees due to the State of Florida have been paid. This statement is due on January 1 of each year and is delinquent if not filed by that date. If this report is not timely filed, the company may be dissolved.

6. Florida Corporate Income Tax. The State of Florida has a corporate income tax that applies to all corporations doing business in Florida. Generally, if an entity is required to file a federal income tax return on the 1120 Form series, it will be required to file a Florida income tax return. Florida levies a tax of 5 1/2% on the amount of taxable income (less an exemption of \$5,000.00) reported on the federal income tax return. These returns are due for every period for which a federal return is due. They must be filed no later than the fourth month after the close of the taxpayer's annual accounting year. Information regarding Florida's income tax return may be obtained by contacting the Florida Department of Revenue.

7. Intangible Personal Property Tax. Florida levies a tax on certain intangible personal property and a report is required to be filed on Form DR-601. This form must be filed and any applicable tax paid on or before June 30 of each year. The property subject to tax includes notes and other obligations for the payment of money, but does not include certificates of deposit, bills of exchange and legal tender of the United States. Information reports are required to be filed on or before April 1 of each year on Form DR-616.

8. Florida Unemployment Compensation Tax. This tax is assessed at a rate ranging from 2.7% to a maximum of 4.5% of the employee's wage base.

9. Tangible Personal Property Tax. This tax is assessed by the county on any of the company's tangible personal property, i.e., office machines, furniture and the like. Form DR-405 must be filed prior to April 1 of each year.

10. Procurement of State and Local Business Licenses. Many trades, occupations and businesses are regulated by the state, county or municipality in which the business is conducted. More information regarding these licenses may be obtained by contacting the licensing department of any state, county or municipality in which the company operates.

11. Fire and Liability Insurance. The company should obtain fire and comprehensive public liability insurance on all property that it owns or for which it is responsible. Comprehensive public liability insurance protects the company against liability imposed on it in connection with the operation of its business, its automobiles (mandatory) and the maintenance of properties. You may obtain insurance coverage from your insurance agent.

12. State of Florida Sales and Use Tax. Many transactions are subject to and require the payment of the Florida Sales and Use Tax. Examples include rent and the sale of goods or products that ultimately will be used or consumed by the public. An early determination must be made as to whether your proposed business operations require payment of the tax or are exempt from tax. In the event your operations are subject to the tax, you must make application to the Florida Department of Revenue for a tax number, collect the tax on each taxable transaction and periodically (usually quarterly) pay the tax collected or due to the Department of Revenue.

13. Documentary Stamps. Florida law requires that a tax be paid to the state for certain documents, such as certificates of stock of a company or evidence of debt (such as promissory notes). When this tax is paid, a stamp is issued by the State Tax Collector, and the law requires that these documentary stamps be affixed to the document for which the tax was paid. Once you have determined the amount allocated to the capital of the company or loans from shareholders or to other third parties, it is essential that these taxes be paid and stamps affixed to the appropriate share certificates, promissory notes, and other pertinent documents.

14. Use of Fictitious Name Statute. If you intend to operate, promote and advertise your business to the public using a business name other than the name of your corporation as filed by the Secretary of State of Florida, Florida law requires that you first comply with the Fictitious Name Statute (also known as "Doing Business As"). Basically, you must publish the proposed fictitious name in a newspaper of general circulation in the city or county of your business operations for four consecutive weeks (one publication per week). After publication, you then must file with the clerk of the circuit court in the county of your business operations an affidavit and certified copy of the publication.

15. Doing Business in Other States. If you intend to transact any portion of your business in a state other than Florida, please discuss this matter with us before undertaking such practice. If the things you intend to do in another state constitute "doing business" in that state, your company may subject itself to monetary penalties if it commences such activity before being authorized to do so by that state. What constitutes doing business and the penalties for failure to qualify vary from state to state. It would be imprudent to commence transacting any business in another jurisdiction without first obtaining competent legal counsel.

RECEIPT OF THE ABOVE IS ACKNOWLEDGED

By: Miguel W. D.

Dated: 4/2/96

200

DISTRIBUTION AGREEMENT

Hemo-Dynamics Tech., Inc. and Big Sun Distributors, Inc. for purposes of establishing a distribution agreement in the sale of certain products manufactured by Hemo-Dynamics Tech., Inc. set forth the following terms:

1. Big Sun Distributors, Inc. herein and after referred to as Big Sun agrees to use its best efforts to promote the sale of certain products manufactured by Hemo-Dynamics Tech., Inc. herein after referred to as HD anywhere in the world.

2. HD by this agreement grants to Big Sun the non-exclusive right to sell any of its products anywhere in the world. Said right is non-exclusive in nature.

3. HD also agrees that all customers who purchase HD's products through the sales efforts of Big Sun shall be prohibited from purchasing HD's products from any other distributor or from HD directly during the course of this contract and for a period not to exceed two years after the termination of this agreement.

4. HD agrees to indemnify and hold harmless Big Sun from any damages, injury, litigation, or other harm caused by HD's products. The indemnification will include any judgments entered in any jurisdiction, attorney's fees and costs in defending any lawsuit filed against Big Sun Distributors as a result of the use of any HD products sold by Big Sun.

5. HD agrees not to single out Big Sun for price increase of products. That any price increase of products shall be for all distributors and not only for Big Sun.

FILED  
95 FEB -6 PM 12:21  
TALLAHASSEE, FLORIDA