

P9600005/4/38

TRANSMITTAL LETTER

FILED

96 JUN 14 PM 1:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

41010011263334  
-06/17/96--01025--001  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: BioDynamics, Corp.  
(Proposed corporate name - must include suffix)

EXPIRES DATE  
6-10-96

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: FERNANDO A. BARBERENA  
Name (printed or typed)

1817 SOUTH OCEAN DRIVE #520  
Address

HALLANDALE, FL 33009  
City, State & Zip

(954) 458-6225  
Daytime Telephone number

BAH  
6/17/96

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION  
OF

96 JUN 14 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BioDynamics Corp.

The undersigned, in order to form a corporation for the purposes hereinafter started by, and under the provision of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME & MAILING ADDRESS

The name of this corporation is:

BioDynamics Corp.

The mailing address of this corporation is:

1817 South Ocean Drive # 520  
Hallandale, FL 33009

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of the execution and acknowledgement of these Articles on the 10th day of June 1996.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- (a) To transact any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

EFFECTIVE DATE

6-10-96

- (b) To Purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices in action, either as owner, broker, agent, or factor.
- (c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.
- (d) To engage in any lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

#### ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$ 1.00 (ONE DOLLAR) PAR common stock which shall be designated "Common shares".

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of rational shares) at the price at which it is offered to others.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is 1817 South Ocean Drive # 520, Hallandale, FL 33009 and the name of the initial registered agent of this corporation at the address is Fernando Andres Barberena.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director(s) initially. The number of director(s) may be either increased or diminished from time to time by the laws. The name and address of the initial director(s) of this corporation until the first annual meeting of shareholder(s) or until their successors are elected and qualify (is) are:

NAME

ADDRESS

Fernando Andres Barberena

1817 South Ocean Drive # 520

Hallandale, Fl. 33009

ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles (is) are:

Fernando Andres Barberena

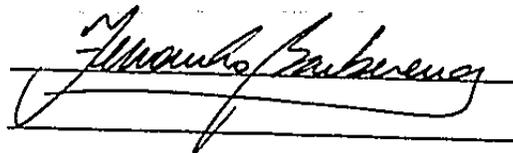
1817 South Ocean Drive # 520

Hallandale, Fl. 33009

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or add any amendment here to, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have (has) executed these articles of Incorporation this 10th day of June, 1996.

  
\_\_\_\_\_  
\_\_\_\_\_

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BioDynamics Corp.

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

FERNANDO ANDRES BARBERENA  
(NAME)

1817 SOUTH OCEAN DRIVE #520  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

HALLANDALE, FL 33009  
(CITY/STATE/ZIP)

*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.*

*Fernando Barberena*  
(SIGNATURE)

6/10/96  
(DATE)