CAPITAL CONNECTION, INC. 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

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C.C. FEE, DISBURSED Capital Express 44 Art. of Inc. File NAME _____ Corp. Record Search FIRM _ Ltd. Partnership File ADDRESS ___ Foreign Corp. File () Carl. Copy(s)_ PHONE (Art. of Amend, File Dissolution/Withdrawal CUS. Service: Top Priority Regular_ Fictilious Name File One Day Service Two Day Service Name Reservation To us via ___ __ Heturn via _ Annual Report/Reinstatement Reg. Agent Service Malter No.: _____ Express Mail No. ____ **Document Filing** State Fee \$ _____ Our \$ ___ Corporate Kit Vehicle Search **Driving Record Document Ratrieval** UCC 1 or 3 File UCC 11 Search UCC 11 Retrieval File No.'s, ____Copies Courier Service _ Shipping/Handling Phone () . Top Priority _ Express Mail Prep. - FAX () pgs. SUBTOTALS FEE..... DISBURSED..... SURCHARGE..... TAX on corporate supplies...... SUBTOTAL..... ڣ REQUEST TAKEN CONFIRMED **APPROVED** PREPAID..... DATE TIME BALANCE DUE..... CK No.

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THANK YOU

from

Your Capital Connection

Articles of Incorporation

<u>of</u>

INTERMEDICA CORPORATION

a Fiorida corporation

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article 1 - Name

The name of the corporation is INTERMEDICA CORPORATION.

Article 2 - Mailing Address and Principal Office

The principal office and mailing address of the corporation shall be:

c/o Jose A. Riera 340 Sevilla Avenue Coral Gables, Florida 33134

Article 3 - Duration and Commencement of Existence

The period of its duration is perpetual and its existence shall commence upon the filing of these articles.

Article 4 - Purpose

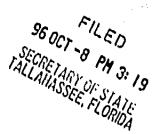
The purpose of the corporation is to transact any and all lawful business.

Article 5 - Capital Stock

The corporation is authorized to issue 1,000 shares, nor par-value, all of one class.

Article 6 - Initial Registered Agent and Office

The initial registered agent of the corporation shall be Raul J. Sanchez de Varona, with an address of 1333 South Miami Avenue, Suite 100, Miami, Florida 33130. The initial registered office of the corporation shall be 1333 South Miami Avenue, Suite 100, Miami, Florida 33130.



Article 7 - Initial Board of Directors

The initial Board of Directors shall consist of one member. The initial director and his address is Jose A. Riera, 340 Sevilla Avenue, Coral Gables, Florida 33134.

Article 8 - By-Laws

The corporation may adopt its by-laws at such time as determined by the Board of Directors.

Article 9 - Indemnification

The corporation may indemnify its officers and directors for any acts whatsoever.

Article 10 - Amendment of Articles

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this _____th day of October 1996.

Raul J. Sanchez de Varona

Incorporator

Certificate of Registered Agent

of

INTERMEDICA CORPORATION

a Florida Corporation



That INTERMEDICA CORPORATION desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Raul J. Sanchez de Varona, of 1333 South Miami Avenue, Suite 100, Miami, Florida 33130, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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

Dated this fth day of October, 1996.

Rauliu. Sanchez de Varona