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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Promed USA, Inc.

☒ Profit Auto of Inc.

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☒ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

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STATE OF FLORIDA

CR2E031 (1-89)

11-14-96

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
PROMED U.S.A., INC.

FILED
96 NOV 14 PM 3:31
TALLAHASSEE

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: PROMED U.S.A., INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE MAILING ADDRESS OF THE CORPORATION IS: 2160 S.W. 137TH PLACE, MIAMI, FLORIDA 33175.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000,000 COMMON SHARES WITH NO PAR VALUE.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O THE LAW OFFICES OF GREGORY A. MARTIN, 100 NORTH BISCAYNE BLVD., NEW WORLD TOWER, SUITE 601, MIAMI, FLORIDA 33132 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS GREGORY MARTIN.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1) AND THE NAME AND ADDRESS OF THE PERSON WHO IS TO SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

JESUS GONZALEZ

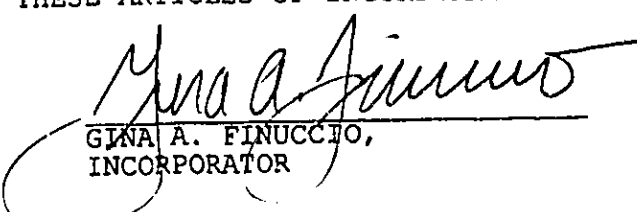
2160 S.W. 137TH PLACE
MIAMI, FLORIDA 33175

SIXTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

GINA A. FINUCCIO

100 NORTH BISCAYNE BLVD.
NEW WORLD TOWER, SUITE 601
MIAMI, FLORIDA 33132

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 13TH DAY OF NOVEMBER, 1996.


GINA A. FINUCCIO,
INCORPORATOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: GREGORY A. MARTIN IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

GREGORY A. MARTIN

DATED NOVEMBER 13, 1996

BY 

(FL - 1959 - 12/29/92)

-1-

LAW OFFICES

GREGORY A. MARTIN
& ASSOCIATES, P.A.

January 9, 1997

NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
SUITE 601
MIAMI, FLORIDA 33132
TELEPHONE (305) 373-4644
TELEFAX (305) 373-5744

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****35.00 *****35.00

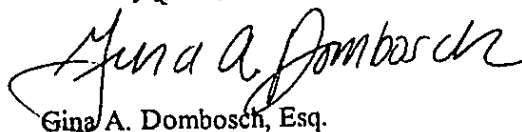
Re: Promed U.S.A., Inc.

Dear Sir or Madam:

I am enclosing for filing an original plus one copy of an Amendment to the Articles of Incorporation for the above referenced corporation. Please return a file stamped copy to me the enclosed self-addressed stamped envelope. I have also enclosed a check in the amount of \$35.00 representing the appropriate filing fee for the same.

If you have any questions, or need additional information, please contact me at (305) 373-4644. Thank you for your anticipated cooperation.

Sincerely yours,


Gina A. Dombosch, Esq.

Enclosures

CAOFFICE\WPWIN\WPD\DOC\S\SILVERMA\FROMEDL-SECSTA.109

SH/K
NC

TALLAHASSEE, FLORIDA

FILED
97 JAN 10 AM 8:20

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
PROMED U.S.A., INC.**

(BY THE INCORPORATOR)

**PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION
ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF
AMENDMENT.**

FIRST: The name of the corporation is Promed U.S.A., Inc.

SECOND: The Articles of Incorporation of this Corporation are amended by changing
the Article numbered "1" so that, as amended, said Article shall read as follows:

ARTICLE I. The corporate name that satisfies the requirements of Section 607.0401 is:
Pro Med U.S.A., Inc.

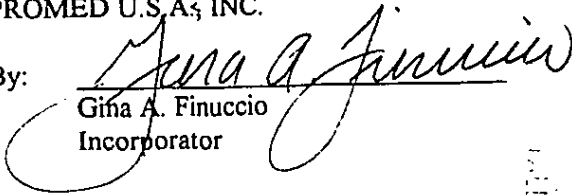
THIRD: The Amendment to the Articles of Incorporation of the Corporation set forth
above was adopted on the 9th day of January 1997.

FOURTH: Prior to the issuance of shares, the amendment was adopted by the
incorporator and shareholder action was not required.

Signed this 9th day of January, 1997

PROMED U.S.A., INC.

By:


Gina A. Finuccio
Incorporator

FILED
JAN 10 11 56 AM
TALLAHASSEE, FLORIDA