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TO: DIVISION OTRF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 0724APER50003255

FAX #: (305)541-3770

NAME: VIMATECH, INC.

AUDIT NUMBER.....H96000017633

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF TATUS...0

PAGES..... 5

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TALLAHASSEE, FLORIDA

Done
12/19/96

ARTICLES OF INCORPORATION
OF

H96000017633

VIMATECH, INC.

We, the undersigned, hereby subscribe ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be VIMATECH, INC. Business shall be carried on in the State of Florida and in the United States of America and elsewhere, as may be authorized by the Board of Directors.

ARTICLE II - PURPOSE

This Corporation is organized for the following purposes: DESIGN, MANUFACTURING AND SALES OF MEDICAL INDUSTRY PRODUCTS and to transact in any and all lawful business authorized under the Statutes of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the corporation shall have outstanding at any time shall be FIVE HUNDRED shares of One Dollar par value.

ARTICLE IV - BEGINNING CAPITAL

The amount of capital with which the Corporation shall begin business shall be not less than \$500.00 Dollars.

ARTICLE V - INITIAL OFFICE

The principal office of this Corporation shall be 1125 Milan Ave. Coral Gables, Fl 33134 or any other location authorized from time to time by its Board of Directors.

ARTICLE VI - DURATION

This Corporation shall have perpetual existence unless sooner terminated under the provisions of the laws of the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) Directors unless otherwise provided by Florida Law. The names and post office address of the First Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

Vicente J. Fuillerat President/Treasurer

Mariano Fernandez V-President/Secretary

70 West 61st Street

Hialeah, Fl 33012

1125 Milan Avenue

Coral Gables, Fl 33134

PREPARED BY: Cesar Briso

M. B. TAX AND ACCOUNTING SERVICES, INC.

3300 EAST 4th AVENUE, #6

HIALEAH, FL 33013

PHONE: (305) 887-0048

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PREPARED BY: Cesar Brioso
M.B. TAX AND ACCOUNTING SERVICES, INC.
3300 EAST 4th AVENUE, #6
HIALEAH, FL 30133
PHONE: (305) 887-0048

ARTICLE VIII - SUBSCRIBERS TO THE CERTIFICATE OF INCORPORATION

The names and subscribers to the Certificates of Incorporation and the number of shares of stock and value thereof which each agreed to take are:

<u>NAME</u>	<u>OFFICE</u>	<u>SHARES</u>	<u>VALUE</u>
Vicente Fuillerat Pres/Treas.	1125 Milan Avenue Coral Gables, Fl 33134	250	\$250.00
Mariano Fernandez V-Pres./Secr.	1125 Milan Avenue Coral Gables, Fl 33134	250	250.00
		<u>500</u>	<u>\$500.00</u>


ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now hereafter prescribed by Statute, and all rights conferred upon holders of stock herein granted subject to this provision.

ARTICLE X - SMALL BUSINESS

This Corporation may be a Small Business Corporation as defined in Section 1244(c) (2) of the Internal Revenue Code.

IN WITNESS WHEREOF. We, the undersigned have made and hereby subscribe to this Certificate of Incorporation and Charter, and do hereby acknowledge this Certificate for the uses and purposes aforesaid, all on this 10th day of December of 1996.


Vicente S. Fuillerat
President/Treasurer


Mariano Fernandez
Vice-President/Secretary

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EMPIRE CORPORATE KIT

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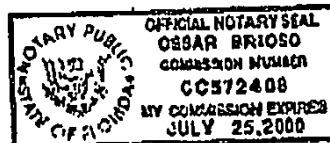
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me the undersigned authority, a Notary Public, duly authorized to take acknowledgments in the State of Florida, personally appeared, VICENTE J. FULLERAT and MARIANO FERNANDEZ to me well known and known by me to be the persons who executed the foregoing Articles of Incorporation, and stated, after duly sworn, and depose that they had executed the foregoing for the purposes described and set forth therein.

Witness, my hand and seal in the County and State above named, this 10th day of December, 1996.



Cesar Brioso
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



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CERTIFICATE OF RESIDENT AGENT

In pursuance of Charter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-that VIMATECH, INC. organized under the laws of the State of FLORIDA, with its principal office, as indicated in the Articles of Incorporation at 1125 Milan Avenue, Coral Gables, Fl 33134 has named MARIANO FERNANDEZ located at 1125 Milan Avenue, Coral Gables, State of Florida 33134, 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 place designated in this certificate. I hereby accept said Act relative to keeping open said office.


Mariano Fernandez
Registered Agent

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