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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

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NAME: B & I MEDICAL INC.

AUDIT NUMBER.....H97000002468

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

B & I MEDICAL INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above name corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

B & I MEDICAL INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposed proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

Prepared by: Ana Dalmau Arés CPA
4080 S.W. 84th Ave. Miami, FL 33155
(305) 448-2072

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- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate
name; B & I MEDICAL INC.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of \$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

HUMBERTO IGLESIAS
2700 SW 23 TERRACE APT. 205
MIAMI, FL. 33145

The principal office shall be:

1444 BISCAYNE BLVD SUITE 220
MIAMI, FL. 33132

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ARTICLE VI

The initial Board of Directors shall consist of a total of ONE (01) persons, and the name and address of the person who is to serve as an initial director is:

HUMBERTO IGLESIAS
2700 SW 23 TERR. NO. 205
MIAMI, FL. 33145

PRESIDENT

JUDITH IGLESIAS
2700 SW 23 TERR. NO. 205
MIAMI, FL. 33145

SEC./TRESURER

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

HUMBERTO IGLESIAS
2700 SW 23 TERR. NO. 205
MIAMI, FL. 33145

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 10th day of FEBRUARY, 1997.


HUMBERTO IGLESIAS

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

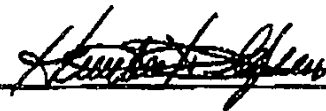
Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

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

HUMBERTO IGLESIAS
2700 SW 23 TERR. NO. 205
MIAMI, FL. 33145

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



FEBRUARY 10, 1997

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