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LAW OFFICES  
OF  
**JOEL REINSTEIN**

JOEL REINSTEIN

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December 15, 1997

AIRBORNE

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

FILED  
97 DEC 16 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Guzman Medical Research Corp.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50, representing your filing fee. Please return a filed copy in the self-addressed stamped envelope.

Thank you for your cooperation in this matter.

Sincerely,

  
Joel Reinstein

JR/wsm  
Enclosures-check  
cc: Dr. Pablo A. Guzman  
James Robinson, CPA

StateInc.ltr

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-12/16/97--01115--004  
\*\*\*122.50 \*\*\*122.50

ARTICLES OF INCORPORATION  
OF  
GUZMAN MEDICAL RESEARCH CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is GUZMAN MEDICAL RESEARCH CORP. (hereinafter called the "Corporation"), and the address of the principal office and the mailing address of the Corporation is 5757 N. Dixie Highway, Fort Lauderdale, FL 33334.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and Chapter 607, Florida Statutes.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,500	\$1.00	Common

ARTICLE IV

The street address of the Corporation's initial registered office in the State of Florida is 5757 N. Dixie Highway, Fort Lauderdale, County of Broward, and the name of its initial registered agent at such office is Pablo A. Guzman.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successors are duly elected and qualified is:

Pablo A. Guzman  
5757 N. Dixie Highway  
Fort Lauderdale, FL 33334

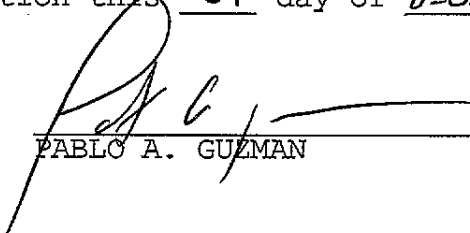
ARTICLE VI

The name of the Incorporator is Pablo A. Guzman and the address of the Incorporator is 5757 N. Dixie Highway, Fort Lauderdale, Florida 33334.

ARTICLE VII

This Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 01 day of DECEMBER, 1997.

  
PABLO A. GUZMAN

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared Pablo A. Guzman, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid, this 01 day of DECEMBER, 1997.

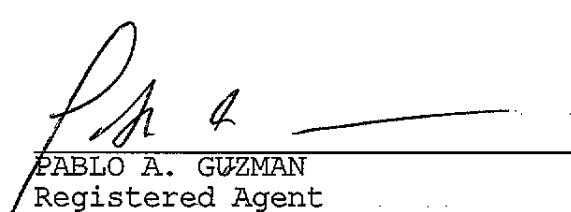
  
Notary Public

My commission Expires:



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GUZMAN MEDICAL RESEARCH CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
PABLO A. GUZMAN  
Registered Agent

DATED: December 1<sup>st</sup>, 1997

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