

OFFICE USE ONLY (continued)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

600002535046--7

-05/26/98 -01051--020

***122.50 ***122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TRANSMED-USA MEDICAL SUPPLIES AND
(Corporation Name) (Document #)

2. EQUIPMENT IMPORT & EXPORT, INC.
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED

98 MAY 26 PM 1:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 MAY 26 PM 1:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TRANSMED-USA MEDICAL SUPPLIES AND
EQUIPMENT IMPORT & EXPORT, INC.**

**ARTICLE I
NAME**

The name of the Corporation is **TRANSMED-USA MEDICAL SUPPLIES AND EQUIPMENT IMPORT & EXPORT, INC.**, the principal place of business and mailing address of the Corporation is **5583 N.W. 72nd. Avenue, Miami, Florida 33166**

**ARTICLE II
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III
PERMITTED ACTIVITY**

The Corporation may engage in Import and Export permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be **1000** shares of voting common stock.

**ARTICLE V
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe, or otherwise acquire such shares.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 10629 Hammocks Blvd., #6-28, Miami, Florida 33196. The initial Registered at that address is Geraldo Felipe Barbosa, M.D.

**ARTICLE VII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors, consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws and any any Shareholders Agreement in effect.

The names and addresses of the members of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES:

GERALDO FELIPE BARBOSA, M.D

ROSANGELA FERRETTI, M.D.

ADDRESSES:

10629 Hammocks Blvd.,#6-28
Miami, Florida 33196

10629 Hammocks Blvd.,#6-28
Miami, Florida 33196

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is: Geraldo Felipe Barbosa, M.D., 10629 Hammocks Blvd., #6-28, Miami, Florida 33196

ARTICLE IX INDEMNIFICATION

Every person now or hereafter serving as a director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorney's fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.


IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of April, 1998.



Geraldo Felipe Barbosa, M.D.
Incorporator

ACKNOWLEDGMENT


Pursuant to Section 607.034, Florida Statutes, having been named to accept service of process for **TRANSMED-USA MEDICAL SUPPLIES AND EQUIPMENT IMPORT & EXPORT, INC** at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply and agree to comply with the provisions of Chapter 48.901, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.325, Florida Statutes.


Gerald Felipe Barbosa, M.D.
Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared Geraldo Felipe Barbosa, M.D., to me well known to be the person who executed the foregoing Articles of Incorporation of **TRANSMED-USA MEDICAL SUPPLIES AND EQUIPMENT IMPORT & EXPORT, Inc.**, and he acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth, and who also executed the foregoing Acknowledgment and nomination as Registered Agent of **TRANSMED-USA MEDICAL SUPPLIES AND EQUIPMENT IMPORT & EXPORT, INC.**,

WITNESS my hand and official seal in the County and State named above this 17th day of April, 1998.


Celia J. Garcia-Negrin
Notary Public, State of Florida

FILED
98 MAY 26 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA