

8/21/98

P98000073523

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:54 PM

((H98000015681 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: IMPLANT DEVICES & TISSUE FUNCTIONAL (USA), I  
AUDIT NUMBER.....H98000015681  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 6  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

CAPS Connect: 00:02:02

7987-43675

FILED  
98 AUG 21 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 8/24/98

⑤

1198000015681

**ARTICLES OF INCORPORATION**

**OF**

**IMPLANT DEVICES & TISSUE FUNCTIONAL (USA), INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**Name of Corporation**

The name of this corporation is **IMPLANT DEVICES & TISSUE FUNCTIONAL (USA), INC.**

**ARTICLE II**

**Corporate Existence**

This corporation shall have perpetual existence.

**ARTICLE III**

**Purpose of Business**

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

**ARTICLE IV**

**Principal Place of Business**

The address of the principal place of business of this corporation is 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

Steven L. Cantor

777 Brickell Ave. #500

Miami, FL 33131

(305) 374-3886

FB No.

Page 1 of 5 Pages

1198000015681

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 AUG 21 AM 7:56

FILED

498000015681

**ARTICLE V**  
**Registered Office**

The address of the initial registered office of the corporation is 777 Brickell Avenue, Suite 500, Miami, Florida 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

**ARTICLE VI**  
**Registered Agent**

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Steven L. Cantor, 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

**ARTICLE VII**  
**Directors**

This corporation shall have not less than one (1) director. The names and addresses of the initial Director of this corporation are:

Marcelo Basilio Jaef  
777 Brickell Avenue, Suite 500  
Miami, Florida 33131

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

**ARTICLE VIII**  
**Capital Stock**

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is one hundred (100) shares of

*Page 2 of 5 Pages*

498000015681

498000015681

Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

**ARTICLE IX**  
**Incorporator**

The name and address of the incorporator is as follows:

Steven L. Cantor  
Steven L. Cantor, P.A.  
777 Brickell Avenue, Suite 500  
Miami, Florida 33131

**ARTICLE X**  
**Directors' Liabilities and Rights**

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

*Page 3 of 5 Pages*

498000015681



H98000015681

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted that **IMPLANT DEVICES & TISSUE FUNCTIONAL (USA), INC.**, desiring to organize or qualify under the laws of the State of Florida, has named **Steven L. Cantor**, whose address is 777 Brickell Avenue, Suite 500, Miami, Florida 33131, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
**Steven L. Cantor**

Dated: August 21, 1998

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

  
\_\_\_\_\_  
**Steven L. Cantor, Registered Agent**

Dated: August 21, 1998

m8008

*Page 5 of 5 Pages*

H98000015681

**FILED**  
98 AUG 21 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA