

Division of Corporations

P98000080810

Florida Department of State

Division of Corporations

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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : KALKAS BUSINESS SERVICES  
Account Number : I19980000015  
Phone : (305) 577-9716  
Fax Number : (305) 577-9718

FILED  
98 SEP 17 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

VITAL CARE DO BRASIL, INC.

Dmc  
9/18/98

(4)

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION OF

Vital Care do Brasil, Inc.

(Name of Corporation)

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:

Vital Care do Brasil, Inc.

with the principal place of business located at:

15118 SW 143 Ter  
Miami, FL 33196

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock with no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

15118 SW 143 Ter  
Miami, FL 33196

The name of the initial Registered Agent of this corporation is:

Livia Pinheiro

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Prepared: Kalkas Business Services  
121 SE 1st St, Ste 810  
Miami, FL 33131  
(305) 577-9716

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**ARTICLE V - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Livia Pinheiro, President, Secretary  
15118 SW 143 Ter, Miami, FL 33196

Hermann Correia Bunge Jr., Vice President, Treasurer  
15118 SW 143 Ter. Miami, FL 33196

**ARTICLE VI - INCORPORATORS**

The name of and address of the persons signing this article are:

Livia Pinheiro  
15118 SW 143 Ter  
Miami, FL 33196

Hermann Correia Bunge Jr.  
15118 SW 143 Ter.  
Miami, FL 33196

**ARTICLE VII - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

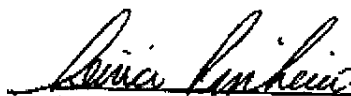
**ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

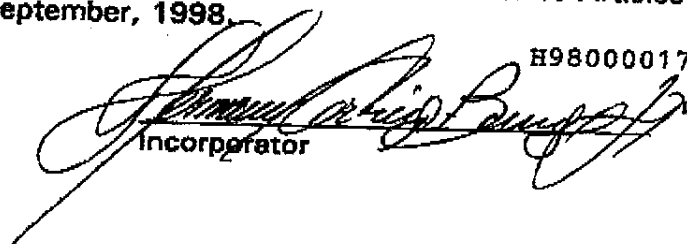
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

**ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 17th day of September, 1998.

  
Incorporator

  
Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

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**WITNESSETH:**

That the Vital Care do Brasil, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, Sate of Florida, has appointed

Livia Pinheiro  
18115 SW 143 Ter.  
Miami, FL 33196

as its agent to accept service of process within the state.


**ACKNOWLEDGEMENT:**

Having been named by the first Board of Directors of the

Vital Care do Brasil, Inc.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 17th day of September, 1998.

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Registered Agent