

P98000083479

August 24, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002626630--4
-08/27/98--01048--016
*****78.75 *****78.75

Re: RMK Medical Supplies, Inc.

Dear Sir or Madam:

Enclosed please find the Original Certificate of Incorporation for the above mentioned corporation, along with money order in the amount of \$78.75, to cover the proper filing fees.

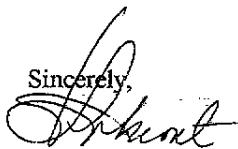
Please forward the certificate of filing to:

Valentina LaMont
12344 SW 27th ST
Miami, FL 33175

If further information is needed, do not hesitate to contact me.

Thanks for your attention to this matter.

Sincerely,



Valentina LaMont

encl

FILED
98 SEP 25 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-19914



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 31, 1998

VALENTINA LAMONT
12344 SW 27TH STREET
MIAMI, FL 33175

SUBJECT: RMK MEDICAL SUPPLIES, INC.
Ref. Number: W98000019914

We have received your document for RMK MEDICAL SUPPLIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE NOTE THAT YOU DID NOT DESIGNATE AN ADDRESS FOR THE REGISTERED AGENT.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 998A00044847

CERTIFICATE OF INCORPORATION

OF

RMK MEDICAL SUPPLIES, INC.

FILED
98 SEP 25 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I

The name of the Corporation shall be:

RMK MEDICAL SUPPLIES, INC.

ARTICLE II

The Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximum shares of stock, with \$10.00 per value, that this Corporation is authorized to have outstanding at any time shall be 100 shares of common stock.

ARTICLE IV

The minimum amount of capital with which this Corporation shall commence business won't be less than One Thousand Dollars (\$1,000.00).

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

The address for the principal office of this Corporation shall be:

*Office: 62 Indian Trace
 Suite 62
 Weston, Fl 33326*

*Mail Address: 62 Indian Trace
 Suite 62
 Weston, Fl 33326*

ARTICLE VII

The number of Board Directors of the Corporation shall not be less than one person. The number may be increased or diminished from time to time by resolution of the stockholders. The names and post office addresses of the first Board of Directors, who subjected to the provisions of the Certificate of Incorporation, the By-Laws, and the acts of legislature, shall hold the office for the first year of the Corporation's existence or until their successors are elected and shall be duly qualified, are:

*Rafael G. Garcia
4283 Green Briar
Weston, Fl 33331*

President

*Maria Elena Martinez Hernandez
4283 Green Briar
Weston, Fl 33331*

Vice-President

ARTICLE VIII

The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:

*SUMINISTROS MEDICOS RMK, C.A.
Urbanizacion Prebo, Avenida 104
Residencias el Encanto Piso 7 Apto. 7B
Valencia, Carabobo, Venezuela*

100%

ARTICLE IX

No contract or other transaction between this Corporation and any other Corporation shall be affected or invalidated by the fact that any of the Directors of this Corporation is interested in, or is a Director or an officer of, or are Directors or Officers of such other Corporation.

The Corporation shall have the further right and power to from time to time, determine whether and to what extent, at what time and places, and under which conditions and regulations the accounting books of the Corporation, other than the stock book, or any of them, shall be open to inspection of the stockholders, and no stockholder shall have any right for inspection of any account book or document of this Corporation, except

for the conferred by statute, unless authorized by resolutions of stockholders or Board of Directors. The Corporation, in its By-Laws confers powers foregoing and in addition to the powers authorized and expressly conferred by Statute. Both Stockholders and Directors shall have the power, if the By-Laws so provide to officers within or without the State of Florida, and to keep the books of this Corporation subject of the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

ARTICLE X

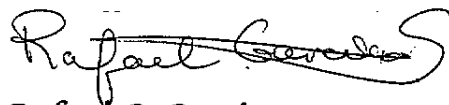
The Corporation shall have the power to purchase, or otherwise acquire directly and/or through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property, assets, or of any individual, and to pay for the same in cash with the stock of this Corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any acts amendatory thereto; and to exercise all the powers necessary or convenient in or about conducting and management of such business.

To enter into general partnership, limited partnership, (whether the Corporation be a limited or general partnership), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the Corporation would have the power to do so alone.

We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a Corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, and acknowledge and file this

Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 24th day of August, 1998.

A handwritten signature in cursive script that reads "Rafael Garcia".

Rafael G. Garcia
President

A handwritten signature in cursive script that reads "Maria Elena Martinez Hernandez".

Maria Elena Martinez Hernandez
Vice-President

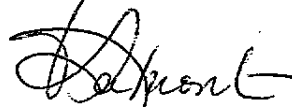
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

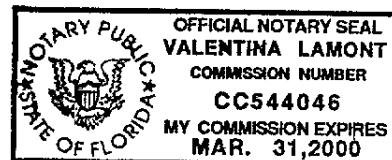
Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared Rafael G. Garcia, and Maria Elena Martinez Hernandez, who after being duly sworn by me, deposes and says that he signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

Witness my hands and official seal at Miami, Dade County, Florida, this 24 day of August 1998.


Rafael G. Garcia


Maria Elena Martinez


Notary Public
State of Florida at Large



My Commission expires 3/31/00

**CERTIFICATE
DESIGNATING CHANGE OF
PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA**

FILED
98 SEP 25 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in accordance with said Act.

RMK MEDICAL SUPPLIES, INC.

Is qualified to do business under the law of the State of Florida, with its principal office 62 Indian Trace, Suite 62, Weston, Fl 33326, and has appointed Beatriz J. Martinez, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above state Corporation at the place designate in the Certificate. I, hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



REGISTERED AGENT - Beatriz J. Martinez

**62 Indian Trace, Suite 62
Weston, Fl 33326**