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To: Division of Corporations
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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

V.G. MEDICAL SERVICES, INC.

Certificate of Status	0
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11/4/98
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**ARTICLES OF INCORPORATION
OF
V.G. MEDICAL SERVICES, INC.**

All the undersigned, hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State providing for the information, liabilities rights, privileges and immunities of a corporation for profit.

**ARTICLE I
NAME, ADDRESS AND AGENT**

The name of this corporation shall be: V, G. MEDICAL SERVICES, INC. here and after referred to as the corporation its principal office shall be located at: 12360 S.W. 132 CT. SUITE 210 , Miami, Fl. 33186. Its Registered agent shall be: Juan C. Velasco.

**ARTICLE II
NATURE OF BUSINESS**

Section 1. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things herein after mentioned, as fully and to the same extent s natural persons might of could, viz.
A.- To carry on business in the United States of North America or any foreign Country or Countries, to buy, sell, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both in wholesale and retail, in goods and services of all types, both as principal, and/ or agent in any part of the world.

Prepared by:
Y&A Professional Service, Inc.
(305) 971-3340
12360 S.W. 132 Ct., Suite # 210
Miami, Fl. 33186

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**ARTICLE III
CAPITAL STOCK**

The capital stock of the Corporation upon commencing business operation shall consist of ONE HUNDRED (1000) shares of \$ 1.00 dollars per value for Incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$1.00) per share as consideration. Said shares of common stock to have \$ 1.00 as per value, all shares to be issued fully paid and non assessable, the capital stock of this corporation may be paid in lawful money of. the U.S.A. in property, labor of services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than ONE THOUSAND DOLLARS (1000.00)

**ARTICLE V
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.-----

**ARTICLE VI
BOARD OF DIRECTORS**

The Board of Directors shall consist of not less than (2) persons.

**ARTICLE VII
INITIAL DIRECTORS AND OFFICERS**

The name and address of the first Board of Director who are subject to the provisions of these articles of Incorporation, the By-laws and the act of the legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following.-----

NAME	ADDRESS	TITLE
JUAN C VELASCO	10905 N Kendall Drive # 309 Miami,fl. 33176	President Secretary

RAMON GARCIA

10905 N. Kendall Drive # 309
Miami, Fl. 33176

Vice-President
Treasurer

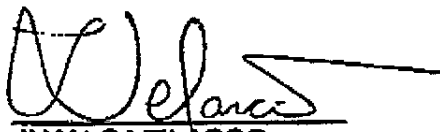
ARTICLE VIII
SUBSCRIBERS

NAME	TITLE	SHARES
JUAN C VELASCO 10905 N Kendall Dr. # 309 Miami, Fl. 33176	President Secretary	50%
RAMON GARCIA 10905 N Kendall Dr. # 309 Miami, Fl. 33176	Vice_President Treasurer	50%

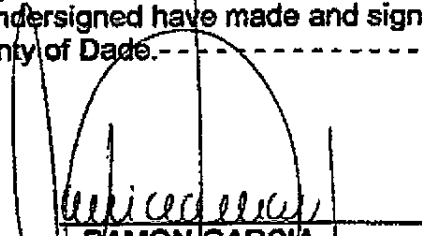
ARTICLE IX
BY-LAWS

The regulation of the business and the conduct of the affair of the corporation and the provision creating and limiting the power of the corporation, the directors and the stockholders or any class of stockholders of the corporation, shall be controlled by the By-laws which shall be adopted by stockholders of the corporation as soon as practicable after the corporation shall be formed which said By-laws may from time to time and whenever be necessary by amended by the Board of Directors of the Corporation

IN WITNESS WHEREOF, The undersigned have made and signed these Articles of incorporation at Miami, Florida County of Dade.



 JUAN C VELASCO
 President
 Secretary



 RAMON GARCIA
 Vice-President
 Treasurer

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.


1.- The name of the corporation is:

V.G. MEDICAL SERVICES, INC.


2.- The name and address of the registered agent and office is:

**JUAN C. VELASCO
12360 S.W. 132 CT. 210
Miami, Fl. 33172**

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TALLAHASSEE, FLORIDA

Signature: 
**JUAN C. VELASCO
President**

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


**JUAN C. VELASCO
Registered Agent**