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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 25 AM 8:57

Florida DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

100002696431--1  
-11/25/98--01044--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: LEXUS Capital, Inc.

Enclosed please find the original copy of the certificate of incorporation for the above corporation. Also enclosed is a check in the amount of \$87.50.

FROM: JORGE G. Lodeiro  
DIRECTOR LEXUS CAPITAL, INC  
4209 DEEPWATER LANE  
TAMPA, FL 33615-5617



BC

DEC - 8 1998

ARTICLES OF INCORPORATION

- Profit Corporation -

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The undersigned, desiring to form a corporation, for profit, does hereby state the following:

FIRST: The name of the corporation shall be:

LEXUS CAPITAL, Inc.

SECOND: The place in the State of Florida where its principal office is to be located is:

4209 DEEPWATER Lane

TAMPA, Florida 33615

THIRD: The purpose for which this corporation is formed is to engage in any lawful act or activity.

The corporation initially intends to engage in the business of:

Providing business CONSULTING services, such as comprehensive business plans and assistance in obtaining Venture Capital.

FOURTH: The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be:

Common Stock, no-par value

The number of shares which the corporation is authorized to have outstanding is:

500

FIFTH: The name and post office address of each incorporator(s) signing the Articles of Incorporation are as follows:

JORGE G. Lodeiro.

4209 DEEPWATER Lane

Tampa, Florida 33615-5617

SIXTH: The name and post office address of the initial Registered Agent for the corporation is:

JORGE G. Lodeiro  
4209 DEEP WATER Lane  
Tampa, FL. 33615

SEVENTH: The governing Board of this corporation shall be known as its Directors. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting, or such other time as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated by the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation or any article therein.

The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The initial Board of Directors shall consist of 1 (one) in number. The name(s) and post office address of each person(s) who are to serve as Director(s) until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are:

JORGE G. Lodeiro  
4209 DEEP WATER Lane  
TAMPA, FL 33615

EIGHTH: The private property of Shareholders, Directors, Officers, employees, and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

NINTH: The fiscal year of the corporation shall be from January 1  
to DECEMBER 31 each year.

TENTH: IN WITNESS THEREOF, I/WE HAVE SET MY/OUR HAND(S) THIS  
20th DAY OF NOVEMBER, 1998.

[Signature]  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

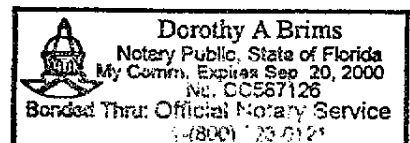
State of Florida )  
County of Hillsborough ) SS.

On this day, before me, the undersigned authority, in and for  
and residing in the above County and State, personally appeared  
the Incorporators whose signatures appear above, are personally  
known to me to be the same person(s) whose name(s) is/are  
subscribed to the foregoing document, and, being duly sworn, they  
verified that the information contained in the foregoing document  
is true and correct on personal knowledge and acknowledged that  
said document was signed as a free and voluntary act.

Subscribed and sworn to this 20 day of November, 1998.

Dorothy A Brims  
Name and signature

My commission expires:



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## REGISTERED AGENT WRITTEN ACCEPTANCE

I have accepted to be the registered agent for the corporation named **Lexus Capital, Inc.** I hereby am familiar with and accept the duties and responsibilities as the registered agent for the said corporation.

A handwritten signature in black ink, appearing to read 'J. Lodeiro', with a large, sweeping flourish at the end.

Jorge G. Lodeiro, MD, MBA.