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To: Division of Corporations  
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EFFECTIVE DATE  
12-10-98

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Vitech USA, Inc.

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12-10-98

## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Vitech USA, Inc.

### Article II. Address

The mailing address of the Corporation is:  
Vitech USA, Inc.  
1535 SE 17th Street  
Suite 201  
Fort Lauderdale 33316

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### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Jennifer Mae Hoberman  
3530 Mystic Pointe Drive, Suite 2211  
Miami FL 33180

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

William Hanney  
Peter White

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jennifer Mae Hoberman | FL Bar Member 857459  
Law Offices of Jennifer Mae Hoberman  
3530 Mystic Pointe Drive, Suite 2211  
Miami FL 33180  
305-935-0360

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**Article V. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article VI. Incorporator**

The name and address of the incorporator is:

Jennifer Mae Hoberman  
Law Offices of Jennifer Mae Hoberman  
3530 Mystic Pointe Drive, Suite 2211  
Miami FL 33180

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on December 10, 1998.

The undersigned incorporator executed these Articles of Incorporation on December 11, 1998.



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JENNIFER MAE HOBERMAN  
by L.A. Uriarte as attorney-in-fact

Jennifer Mae Hoberman | FL Bar Member 857459  
Law Offices of Jennifer Mae Hoberman  
3530 Mystic Pointe Drive, Suite 2211  
Miami FL 33180  
305-935-0360

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Vitech USA, Inc.

**REGISTERED AGENT/OFFICE:**

Jennifer Mae Hoberman  
3530 Mystic Pointe Drive, Suite 2211  
Miami FL 33180

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JENNIFER MAE HOBERMAN  
by L.A. Uriarte as attorney-in-fact

Date: December 11, 1998.

Jennifer Mae Hoberman | FL Bar Member 857459  
Law Offices of Jennifer Mae Hoberman  
3530 Mystic Pointe Drive, Suite 2211  
Miami FL 33180  
305-935-0360

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