

**CESAR KUDJA**  
CERTIFIED PUBLIC ACCOUNTANT

*P9900062343*

8253 West 14th Court, Hialeah, Florida 33014  
(305) 823-8570

July 1, 1999

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

Re: New Filing  
Florida Corporation

99 JUL -6 AM 7:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the "The Articles Of Incorporation" of BIOTECH INSTRUMENTS CO., together with our check No. 1103 in the amount of \$122.50; to cover the filing fees of this new corporation.

Would you please mail the Articles certified copy to the above address.

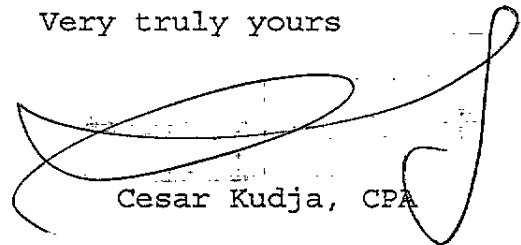
Thank you for your considerate attention.

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-07/06/99--01092--010

\*\*\*\*122.50 \*\*\*\*\*78.75

Very truly yours

  
Cesar Kudja, CPA

Encls.  
CK; cms

D. BROWN JUL 14 1999

ARTICLES OF INCORPORATION  
OF  
BIOTECH INSTRUMENTS CO.

FILED  
99 JUL -6 AM 7:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, have executed the following document for the purpose of forming the above named Corporation under the laws of the State of Florida and as incorporators, hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the Corporation shall be:  
BIOTECH INSTRUMENTS CO.

ARTICLE II  
DURATION

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III  
CORPORATE PURPOSE

The corporation is being organized to act as an importer and/or exporter of goods and products; and for the transaction of any and all lawful business permitted under the laws of the UNITED STATES OF AMERICA and the STATE OF FLORIDA.

ARTICLE IV  
CAPITAL STRUCTURE

The aggregate number of shares which the corporation shall have the authority to issue is the total sum of ONE THOUSAND SHARES (1000 shares) of \$1.00 par value each. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office, and the name of the initial resident agent of this corporation shall be:

Amado Diaz, Jr.  
6908 NW 72 Ave.  
Miami, Florida 33166

ARTICLE VI  
CORPORATION PLACE OF BUSINESS

The principal place of business for the corporation shall be:  
6908 NW 72 Ave.  
Miami, Florida 33166.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of a total of two persons, who need not be residents of the State of Florida or shareholders of the corporation. 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.

The name(s) and address of these persons who are to serve as initial directors are:

Amado Diaz, Jr.  
6908 NW 72 Ave.  
Miami, FL 33166

Jose C. Duarte-Coelho  
Rua Afonso Pena 669  
Florianopolis, SC  
Brazil

The names of the first officers of the corporation, to hold office until their successors are elected are:

Jose C. Duarte-Coelho: President & Treasurer  
Amado Diaz, Jr. : Vice President & Secretary

ARTICLE VIII  
RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

<u>NAME</u>	<u>No. of Shares</u>	<u>Consideration</u>
Jose C. Duarte-Coelho	500	\$ 500.00
Amado Diaz, Jr.	500	500.00

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

ARTICLE IX  
BY-LAWS

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

ARTICLE X  
INCORPORATOR

The name and address of the Incorporators executing this Articles of Incorporation is:

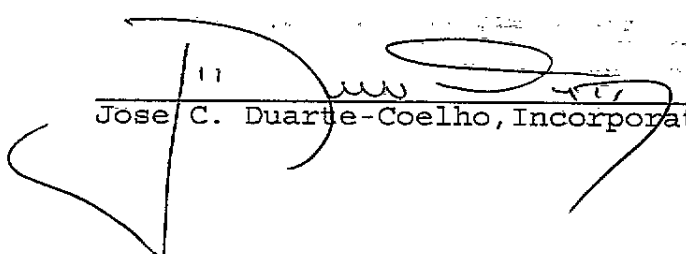
Amado Diaz, Jr.  
6908 NW 72 Ave.  
Miami, FL 33166

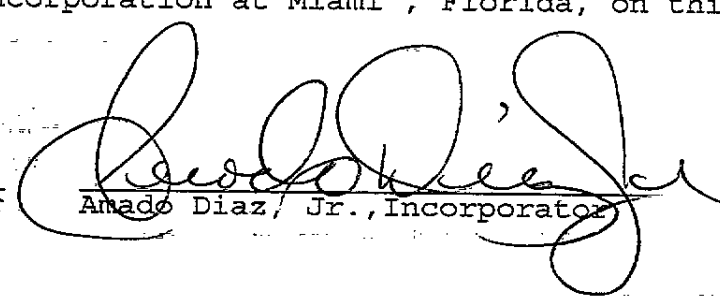
Jose C. Duarte-Coelho  
6908 NW 72 Ave.  
Miami, FL 33166

ARTICLE XI

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

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed of these Articles of Incorporation at Miami, Florida, on this 1 st. day of July, 1999.

  
\_\_\_\_\_  
Jose C. Duarte-Coelho, Incorporator

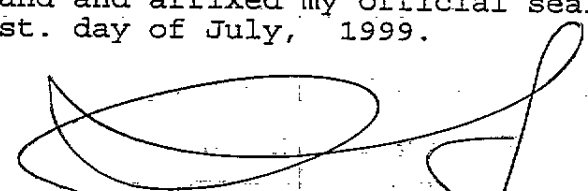
  
\_\_\_\_\_  
Amado Diaz, Jr., Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, a notary public, authorized to take acknowledgements in the State and county setforth above, personally appeared Amado Diaz, Jr. and Jose C. Duarte-Coelho known to me to be the persons who executed the foregoing Articles of Incorporation of BIOTECH INSTRUMENTS CO., and who are described in said certificate as the incorporators of said corporation, and they acknowledged before me that they executed the same for the purpose herein expressed

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 1 st. day of July, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large

My commission expires:

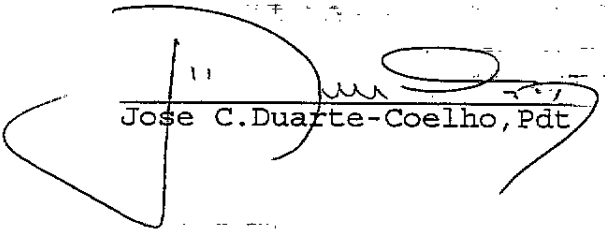


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

First: That BIOTECH INSTRUMENTS CO., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named its agent to accept service of process within the State the following Individual:

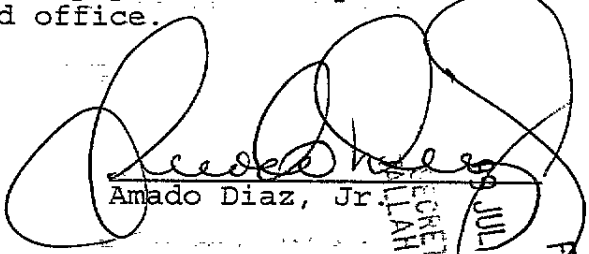
Amado Diaz, Jr.  
6908 NW 72 Ave.  
Miami, FL 33166

  
Jose C. Duarte-Coelho, Pdt

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this 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.

Signed this 1 st. day of July , 1999.

  
Amado Diaz, Jr.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL -6 AM 7:38

FILED