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SABRINA CHASSAGNE, P.A.  
THE WHITE BUILDING  
ONE N.E. 2ND AVENUE  
SUITE 208  
MIAMI, FL 33132

000002976300--7  
-09/02/99-01051-004  
\*\*\*\*122.50 \*\*\*\*18.75

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. 305 663-8666 (Corporation Name) 305 358-0005 (Document #)
2. Pro-Medical International, Inc. (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 SEP -2 AM 9:37

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Examiner's Initials

399 20757

**ARTICLES OF INCORPORATION  
OF  
PRO-MEDICAL INTERNATIONAL, INC.**

**FILED**  
99 SEP -2 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Pro-Medical International, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is Pro-Medical International, Inc.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation by the Secretary of State, State of Florida.

**ARTICLE III. PRINCIPAL PLACE OF BUSINESS**

The principal place business shall be 2780 N.E. 183 Street, Unit 906, Aventura, FL 33160

**ARTICLE IV. DURATION**

The corporation will exist perpetually.

**ARTICLE V. PURPOSE**

This corporation shall serve as holding company that may engage in any activity or business permitted under the laws of the United States and Florida.

More specifically, the general purpose or purposes for which the holding company is organized are as follows:

To export and import medical supplies.

**ARTICLE VI. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at this time is 1000 shares of Class A common stock, having par value of \$1.00 per share. The consideration to be paid for each share of Class A common stock shall be fixed by the board of directors and may be paid in whole or in part in cash other

property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is One N.E. 2nd Avenue, Suite 208, Miami, FL 33132 and the name of the corporation's initial registered agent at the address is **Sabrina Chassagne, Esq.**

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one(1) or more than five (5): The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Saleh Darwish President, Secretary	2780 N.E. 183 Street, Unit 906 Aventura, FL 33160
Marc Kadouch, Treasurer	3205 N.E. 184 Street Unit 9206 Aventura, FL 33160
Herve Kadouch Vice President	3205 N.E. 184 Street Unit 9206 Aventura, FL 33160

#### **ARTICLE IX. MANAGEMENT BY SHAREHOLDERS**

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors. The name and street addresses of the original shareholders are:

<u>Name</u>	<u>Address</u>
Saleh Darwish	2780 N.E. 183 Street Aventura, FL 33160
Class A common stock- 499 shares	

Herve Kadouch

Class A common stock 501 shares

3205 N.E. 184 Street  
Unit 9206  
Aventura, FL 33160

#### **ARTICLE X. INCORPORATOR**

The name and street address of the incorporator are:

Name

Saleh Darwish

Address

2780 N.E. 183 Street, Unit 906  
Aventura, FL 33160

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this corporation, this assignment becoming effective on the date corporate existence begins.

#### **ARTICLE XI. CUMULATIVE VOTING**

Every shareholder having the right to vote at a meeting of shareholders shall be entitled , in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

#### **ARTICLE XII. BYLAWS**

The power to adopt, alter, amend , or repeal bylaws shall be vested in the board of directors and shareholder, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE XIII. BYLAWS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, undersigned incorporator has executed these Articles of Incorporation this day 31<sup>st</sup> August July, 1998.

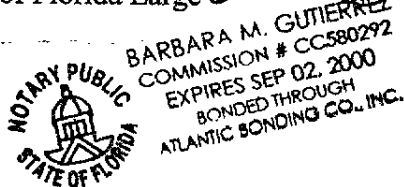
Saleh Darwish  
SALEH DARWISH

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me on this 31<sup>st</sup> day of August, 1999, by SALEH DARWISH.

Personal knowledge  
☒ Produced identification  
Type of identification: P.D.

Barbara M. Gutierrez  
Notary Public  
State of Florida Large



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Pro-Medical International, Inc. the foregoing Articles of Incorporation, I, on behalf of Pro-Medical International, Inc. a Florida corporation, hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

SABRINA CHASSAGNE, REGISTERED AGENT

By: Sabrina Chassagne  
Sabrina Chassagne

**FILED**  
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TALLAHASSEE, FLORIDA