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V. TED BRABHAM  
RANDALL W. HENLEY \*  
DAVID M. SCHULTZ

\* LICENSED IN FLORIDA  
AND ARKANSAS

JULY 25, 1995

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-07/28/95--01066--001  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
DIVISION OF CORPORATIONS  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
95 JUL 28 AM 9:25  
DIVISION OF STATE  
TALLAHASSEE FLORIDA

Re: Digicare Biomedical Technology, Inc.

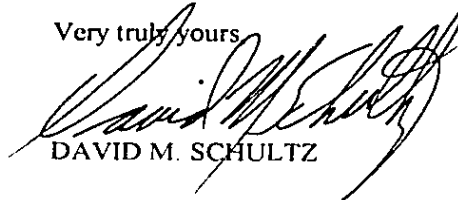
Gentlemen:

Enclosed please find the original and one executed copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed please find a check in the amount of \$122.50 representing payment of the following: \$35.00, filing fee; \$52.50, certified copy fee; \$35.00, registered agent designation.

Please file the Articles with the State and return a certified copy to the undersigned. Should you have any questions, please do not hesitate to contact me.

Very truly yours

  
DAVID M. SCHULTZ

SDG

7-28

DMS/ds  
Encls.

ARTICLES OF INCORPORATION  
OF  
DIGICARE BIOMEDICAL TECHNOLOGY, INC.

FILED  
95 JUL 28 11 01 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s), being natural person(s) competent to contract, hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

**Name:** The name of the corporation is DIGICARE BIOMEDICAL TECHNOLOGY, INC.

**ARTICLE II**

**Duration:** This corporation shall exist perpetually.

**ARTICLE III**

**Purpose:** The purpose of this corporation is to have and exercise any and all powers necessary or convenient to effect its purpose and to otherwise engage in any lawful business permitted under the laws of the State of Florida.

**ARTICLE IV**

**Capital Stock:** This corporation is authorized to issue 1,000 shares of capital stock. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE V**

**Initial Registered Office and Agent:** The street address of the initial registered office of the corporation is 6879 Vista Parkway North, West Palm Beach, Florida 33411 and the initial registered agent is Eduardo Miranda.

The street address of the principal office of the corporation is also 6879 Vista Parkway North, West Palm Beach, Florida 33411.

**ARTICLE VI**

**Pre-Emptive Rights:** Each shareholder, upon the sale for cash of any new stock of this

corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others

#### **ARTICLE VII**

**Initial Board of Directors:** This corporation shall have one (3) directors initially. 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 names and addresses of the initial directors of the corporation are as follows:

Eduardo Miranda	c/o Digicare 358 Rua Toriba Rio de Janeiro-RJ 21540-260
Mario Mendes	c/o Digicare 358 Rua Toriba Rio de Janeiro-RJ 21540-260
Jorge Marques	c/o Digicare 358 Rua Toriba Rio de Janeiro-RJ 21540-260

#### **ARTICLE VIII**

**Incorporator(s):** The name and address of the person(s) signing these Articles is Eduardo Miranda, 6879 Vista Parkway North, West Palm Beach, Florida 33411.

#### **ARTICLE IX**

**By-Laws:** The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors.

#### **ARTICLE X**

**Indemnification:** The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed from the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of

Incorporation at West Palm Beach, Florida this 25<sup>th</sup> day of July, 199 5

  
EDUARDO MIRANDA

STATE OF FLORIDA       )  
  )  
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared EDUARDO MIRANDA, to me well known or identified by PASSPORT CG909218 <sup>Beach</sup> to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed same for the uses and purposes there... mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal in the county and state last aforesaid this 25<sup>th</sup> day of JULY, 199 5.

  
NOTARY PUBLIC

My Commission Expires:



DAVID M SCHULTZ  
My Commission CC345611  
Expires Feb. 01, 1998  
Bonded by HAI  
800-422-1335

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

In pursuance of Chapter 48 091, Florida Statutes, the following is submitted in compliance with said Act

FIRST DIGICARE BIOMEDICAL TECHNOLOGY, INC , desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the city of West Palm Beach, Palm Beach County, State of Florida, has named Eduardo Miranda as its agent to accept service of process within this State

Having been named to accept service of process for the above stated corporation, at the 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 said office

  
EDUARDO MIRANDA

95 JUL 28 AM 8:25  
WEST PALM BEACH, FLORIDA