

**Articles of Incorporation
of
MEDEX FOUNDATION INCORPORATED**

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THE UNDERSIGNED acting as the incorporator(s) of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is MEDEX FOUNDATION INCORPORATED.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Coeur d'Alene, County of Kootenai, State of Idaho. The address of the Corporation and the mailing address of the initial registered agent is 1288 W. Centennial Drive, Coeur d'Alene, Idaho 83815, and the name of the initial registered agent at this address is DEL J. STILL.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are the following:

- A. To acquire resources in order to purchase or receive contributions of medical equipment and supplies to be distributed to medical doctors, clinics and other health related entities for the purpose of providing improved medical care to the economically disadvantaged.
- B. To promote activities which said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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ARTICLE VI. LIMITATIONS.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE V hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII. BOARD OF DIRECTORS.

The Board of Directors of the Corporation shall have a minimum of three members, who shall have such rights as provided in the Act and are consistent with the management authority that these Articles grant to the Board of Directors of the Corporation. Any person or group may become a member of the Board of Directors upon acceptance by all existing members of the Board of Directors. Qualifications for membership on the Board of Directors shall be governed by the bylaws of the Corporation. The affairs of the Corporation shall be managed by the Board of Directors in accordance with the Bylaws of the Corporation.

The names and addresses of the initial members of the Board of Directors of the Corporation are as follows:

Del J. Still, 1288 W. Centennial Drive, Coeur d'Alene, Idaho 83815
Mary C. Still, 1288 W. Centennial Drive, Coeur d'Alene, Idaho 83815
Mario R. Rodriguez Hernandez, Virrey De Bucareli #315
C.P. 76175, Queretato, Mexico
Maria Del Moral Quijano Tezanos, Virrey De Bucareli #315
C.P. 76175, Queretato, Mexico

ARTICLE VIII. MEMBERS

The Corporation shall not have voting members.

ARTICLE IX. INCORPORATOR(S)

The name(s) and address(es) of the incorporator(s) are as follows:

Del J. Still, 1288 W. Centennial Drive, Coeur d'Alene, Idaho 83815
Mary C. Still, 1288 W. Centennial Drive, Coeur d'Alene, Idaho 83815
Mario R. Rodriguez Hernandez., Virrey De Bucareli #315
C.P. 76175, Queretato, Mexico
Maria Del Moral Quijano Tezanos, Virrey De Bucareli #315
C.P. 76175, Queretato, Mexico

ARTICLE X. DISSOLUTION.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

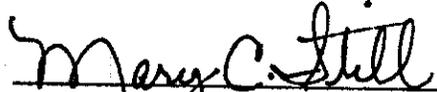
ARTICLE XI. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation.

Dated this Seventh (7th) day of January, 2007.



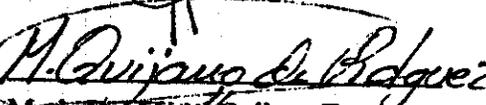
Del J. Still



Mary C. Still



Mario R. Rodriguez Hernandez.



Maria Del Moral Quijano Tezanos