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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DIGITAL HEALTHCARE, INC.

The undersigned, acting as incorporator of Digital Healthcare, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Digital Healthcare, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is 604 Menendez Street, Venice, FL 34285.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon filing these articles of incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is Ten Million (10,000,000) shares of common stock having a par value of One Dollar ($1.00) per share, 5,000,000 of which shall be Class A voting common stock and 5,000,000 of which shall be Class B non-voting common stock, (the "Common Stock") and One Million (1,000,000) shares of preferred stock having a par value of $1.00 per share (the "Preferred Stock"). All stock when issued shall be paid for and shall be non-assessable. All or any part of the consideration paid for Common Stock or Preferred Stock may be paid in cash, property, or services performed for the Corporation, which property and services shall be valued at a fair value to be fixed by the Board of Directors at a meeting called for such purpose.

The Preferred Stock shall be issuable in series with such designations, terms, limitations and relative rights and preferences as may be fixed from time to time by the Board of Directors. The designations, terms, limitations and relative rights and preferences of the shares of Common Stock and Preferred Stock (unless otherwise fixed by the Board of Directors) are as follows:

A. COMMON STOCK

1. Dividends. The holders of outstanding shares of Common Stock shall be entitled to receive dividends as, when and in the amount declared by the Board of Directors, out of any funds legally available therefor.

2. Liquidation, Dissolution and Winding Up. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of Common Stock shall be entitled to receive, out of the net assets of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, that portion of the remaining funds to be distributed. Such funds shall be paid to the holders of Common Stock on the basis of the number of shares of Common Stock held by each of them.

3. Voting. Shares of Class A Common Stock shall entitle the holder thereof to one vote for each share held with respect to all matters voted on by the stockholders of the Corporation. Class B Common Stock shall be non-voting.

B. PREFERRED STOCK

1. Series. The shares of Preferred Stock may be divided into and issued in one or more series, and each series shall be so designated so as to distinguish the shares thereof from the shares of all other series. All shares of Preferred Stock shall be identical except in respect of particulars which may be fixed by the Board of Directors as hereinafter provided pursuant to authority which is hereby expressly vested in the Board of Directors. Each share of a series shall be identical in all respects with all other shares of such series, except as to the date from which dividends thereon shall be cumulative on any series as to which dividends are cumulative. Shares of Preferred Stock of any series which have been retired in any manner, including shares redeemed or reacquired by the Corporation and which have been converted into or exchanged for shares of any other class, or any series of the same or any other class shall have the status of authorized but unissued shares of Preferred Stock and may be reissued as shares of the series of which they were originally a part or may be issued as shares of a new series or any other series of the same class.

2. Provisions. From the date of the filing of these Articles of Incorporation, before any shares of Preferred Stock of any series shall be issued, the Board of Directors, pursuant to authority hereby expressly vested in it, shall fix by resolution or resolutions the following provisions in respect of the shares of each such series so far as the same are not inconsistent with the provisions of this Article 5 applicable to all series of Preferred Stock:

(a) the distinctive designations of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors;

(b) the annual rate or amount of dividends, if any, payable on shares of such series (which dividends would be payable in preference to any dividends on Common Stock), whether such dividends shall be cumulative or non-cumulative and the conditions upon which and/or the dates when such dividends shall be payable;

(c) whether the shares of such series shall be redeemable and, if so, the terms and conditions of such redemption, including the time or times when and the price or prices at which shares of such series may be redeemed;

(d) the amount, if any, payable on shares of such series in the event of liquidation, dissolution or winding up of the affairs of the Corporation;

(e) whether the shares of such series shall be convertible into or exchangeable for shares of any other class, or any series of the same or any other class, and, if so, the terms and conditions thereof, including the date or dates when such shares shall be convertible into or exchangeable for shares of any other class, or any series of the same or any other class, the price or prices or the rate or rates at which shares of such series shall be so convertible or exchangeable, and the adjustments which shall be made, and the circumstances in which such adjustments shall be made, in such conversion or exchange prices or rates;

(f) whether such series shall have any voting rights in addition to those prescribed by law and, if so, the terms and conditions of exercise of voting rights; and

(g) any other preferences and relative, participating, optional or other special rights, and any qualifications, limitations and restrictions thereof.

C. DESIGNATION OF SERIES A PREFERRED STOCK.

There shall be a series of Preferred Stock designated as "Series A Preferred Stock." Each share of such series shall be referred to herein as a "Series A Share." The authorized number of such Series A Shares is Two Thousand, Five Hundred (2,500).

1. **Dividends.** The Series A Shares shall have no preference as to the payment of dividends, but each Series A Share shall share with the Common Stock in any dividends declared and paid as if such Shares had been converted into that number of shares of Common Stock, which, after each conversion, constitutes (i) one divided by the number of shares of the Series A Shares then outstanding, multiplied by (ii) 12.5 percent of the outstanding Common Stock of the Corporation (a "Deemed Conversion")

2. **Liquidation, Dissolution and Winding-Up.**

(a) In the event of any liquidation, dissolution or winding-up of the Corporation, either voluntary or involuntary (a "Liquidation"), the holders of Series A Shares then issued and outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of the Common Stock or upon any other series of Preferred Stock of the Corporation with a liquidation preference subordinate to the liquidation preference of the Series A Preferred Stock, an amount equal to what such shares would receive after a Deemed Conversion. After such payment to the holders of the Series A Preferred Stock, the holders of Series A Shares shall be entitled to no further distributions thereon, and the holders of shares of the Common Stock and of shares of any other series of stock of the Corporation shall be entitled to share, according to their respective rights and preferences, in all remaining assets of the Corporation available for distribution to its shareholders.

(b) A merger or consolidation of the Corporation with or into any other corporation, or a sale, lease, exchange, or transfer of all or any part of the assets of the Corporation shall not in fact result in the liquidation (in whole or in part) of the Corporation and the distribution of its

assets to its shareholders shall not be deemed to be a voluntary or involuntary liquidation (in whole or in part), dissolution, or winding-up of the Corporation.

3. **Conversion of Series A Preferred Stock.**

Upon a merger or consolidation of the Corporation with or into any other corporation, or a sale, lease, exchange, or transfer of all or substantially all of the assets of the Corporation, or upon a registered public offering of the Corporation's shares of Common Stock with the United States Securities and Exchange Commission, each of the Series A Shares shall automatically convert into that number of shares of Common Stock that would result from a Deemed Conversion.

4. **Voting.** Except as otherwise provided by the Florida Business Corporation Act, the holders of the Series A Shares shall have no voting power whatsoever, and no holder of Series A Shares shall vote or otherwise participate in any proceeding in which actions shall be taken by the Corporation or the shareholders thereof nor be entitled to notification as to any meeting of the Board of Directors or the shareholders.

5. **Status of Converted Stock.** In the event any Series A Shares shall be converted as contemplated by this Article 5, the shares so converted shall be canceled, shall return to the status of authorized but unissued Series A Shares, and shall be issuable by the Corporation as Series A Shares.

6. **Forced Redemption of Series A Preferred Stock.** Holders of the Series A Shares shall have the right to put all or a portion of their Series A Shares to the Corporation at any time after the Corporation has achieved positive earnings before interest, taxes, depreciation and amortization ("EBITDA") in any calendar year (the "Trigger Year") at a per share price equal to: (i) .189 percent; multiplied by (ii) 12.5 percent, multiplied by (iii) 6 times the EBITDA of the Corporation in the Trigger Year. Other than as set forth above, the Series A Shares shall not be redeemable.

7. **Adjustment of Conversion Ratio.** If additional shares of Common Stock or Preferred Stock are issued after the issuance of the first 528.68 shares of Series A Shares, an appropriate adjustment shall be made to the Deemed Conversion ratio and the mandatory redemption formula to reflect the dilution in percentage interest represented by all shares of the capital stock caused by such issuance or issuances.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 604 Menendez Street, Venice, FL 34285, and the name of the corporation's initial registered agent at that address is Penny Burton.

ARTICLE VII. 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. The names and street addresses of the initial directors are:

Name	Address
Pamela Peterson	1532 U.S. 41 By-pass #236 Venice, Florida 34293
Penny Burton	1532 U.S. 41 By-pass #236 Venice, Florida 34293
Patrick Lawlor	1532 U.S. 41 By-pass #236 Venice, Florida 34293

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Name	Address
Richard B. Hadlow	100 N. Tampa Street Suite 4100 Tampa, Florida 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, 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 stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

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

ARTICLE X. AMENDMENTS

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.

The undersigned incorporator, for the purpose of forming a corporation under the laws of Florida, has executed these Articles of Incorporation this 12th day of October, 2010.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Richard B. Hadlow, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 11th day of October, 2010.

Penny Burton, Registered Agent
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