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TRANSMITTAL LETTER

FILED

02 MAR 21 AM 10: 19

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: Consumer Health Care, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300005139533--0
-03/21/02--01056--006
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: **Kent E. Seton**
Name (Printed or typed)

1801 Avenue of the Stars, #260
Address

Los Angeles, CA 90067
City, State & Zip

(310) 557-0804
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. WHITE MAR 27 2002 **3**

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Consumer Health Care, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

100 Highline Drive, Longwood, Florida 32750

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See Attachment.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The directors shall be elected as set forth in the bylaws of the corporation.

ARTICLE V INITIAL DIRECTORS/OFFICERS

The name and addresses:

Robert A. Demetree, Director/President, 100 Highline Drive, Longwood, FL 32750

David A. Demtree, Director/Secretary, 100 Highline Drive, Longwood, FL 32750

Matthew C. Demetree, Director, Treasurer, 100 Highline Drive, Longwood, FL 32750

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Robert A. Demetree, 100 Highline Drive, Longwood, FL 32750

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Kent E. Seton, 1801 Avenue of the Stars, Suite 260, Los Angeles, CA 90067

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

ROBERT A. DEMETREE

Signature/Registered Agent

3-1-02

Date

[Signature]

Signature/Incorporator

3-1-02

Date

**ATTACHMENT TO ARTICLES OF INCORPORATION OF
Consumer Health Care, Inc.
A NON-PROFIT CORPORATION**

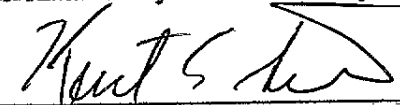
Article III. Purpose: This Corporation shall be a nonprofit corporation. The purposes for which **Consumer Health Care, Inc.** is organized are exclusively **charitable and educational** within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Specifically, the purposes of this organization are to (a) assist underprivileged individuals receive health care information and/ or services and (b) to obtain charitable contributions in furtherance of the purpose set forth in (a) above. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article VIII. 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 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 IX No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf on any candidate for public office.

Article X. The property of this corporation is irrevocably dedicated to **charitable and educational** purposes and no part of the net income of assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this **1st day of March, 2002.**

By: 
Kent E. Seton, Incorporator

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