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Account Name : FILINGS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

CYBERMED INTERNATIONAL, INC.

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**ARTICLES OF INCORPORATION
OF
CYBERMED INTERNATIONAL, INC.**

THE UNDERSIGNED, being the incorporator of CyberMed International, Inc. (the "Company"), for the purpose of creating a corporation pursuant to the Florida Business Corporation Act, laws of the State of Florida (the "General Corporation Law"), does hereby make, subscribe, file, acknowledge and adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Company is CyberMed International, Inc. The Company's initial principal address is 2295 Corporate Blvd., Suite 140, Boca Raton, Florida 33431.

ARTICLE II - PURPOSE AND TERM

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law. The Company shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is: Andrew S. Goldwyn, Esq., 350 Fairway Drive, Suite 101, Deerfield Beach, Florida 33441.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's registered office is 350 Fairway Drive, Suite 101, Deerfield Beach, Florida 33441 and the name of the Company's registered agent at that address is Andrew S. Goldwyn, Esq.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which the Company shall have the authority to issue is 13,000,000, consisting of (i) 10,000,000 shares of common stock.

Andrew S. Goldwyn, Esq., Fla. Bar No. 0008583
350 Fairway Drive, Suite 101
Deerfield Beach, Florida 33441
Telephone No.: (954) 427-2430

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par value \$.01 per share (the "Common Stock"); and (ii) 3,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

A. Provisions Relating to the Common Stock.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as herein provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock with each share of Common Stock entitled to one vote.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Company, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Company, if any, shall be distributed pro rata to the holders of Common Stock in accordance with their respective rights and rests to the exclusion of the holders of Preferred Stock.

B. Provisions Relating to Preferred Stock.

1. General. The Preferred Stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such designations, powers, preferences, rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and/or in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Subject to the rights of the holders of the Company's Common Stock, authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

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(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock or other property of the Company, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable, on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Company;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Company and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

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ARTICLE VI - BOARD OF DIRECTORS

C. Number of Directors. The number of directors constituting the Company's Board of Directors shall not be less than one nor more than seven, and the exact number of Directors shall be fixed from time to time in the manner provided in the Company's Bylaws.

D. Term of Office. At such time as the Company has three directors, the Board of Directors shall be divided into three classes, designated as Class I, Class II and Class III. The number of directors in each class shall be determined by the Board of Directors and shall consist of as nearly equal a number of directors as practicable. The term of the Class I directors initially shall expire at the next ensuing annual meeting of stockholders; the term of Class II directors initially shall expire at the annual meeting of stockholders held one year thereafter; and the term of Class III directors initially shall expire at the annual meeting of stockholders held one year thereafter. In the case of each class, the directors shall serve until their respective successors are duly elected and qualified or until his or her earlier resignation, death, incapacity or removal from office. At each annual meeting of stockholders, directors of the respective class whose term expires shall be elected, and the directors chosen to succeed those whose terms shall have expired shall be elected to hold office for a term to expire at the third ensuing annual meeting of stockholders after their election, and until their respective successors are elected and qualified or until their earlier resignation, death, incapacity or removal from office.

E. Vacancies. A director may resign at any time by giving written notice to the Company, the Board of Directors or the Chairman of the Board of Directors. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board of Directors may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. Any vacancy occurring in the Board of Directors due to death, resignation, retirement, disqualification, removal and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by the affirmative vote of a majority of the current directors though less than a quorum of the Board of Directors, or may be filled by an election at an annual or special meeting of the stockholders called for that purpose, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, or until the next election of one or more directors by stockholders if the vacancy is caused by an increase in the number of directors.

F. Removal. A director may be removed from office prior to the expiration of his or her term: (i) only for cause; and (ii) only upon the affirmative vote of at least two-thirds of outstanding shares of capital stock of the Company entitled to vote for the election of directors.

G. Amendments. Notwithstanding anything contained in this Articles of Incorporation to the contrary, this Article V shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote for the election of directors.

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ARTICLE VII - LIABILITY

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

ARTICLE VIII - SPECIAL MEETINGS OF STOCKHOLDERS

Except as otherwise required by law and subject to the rights of the holders of the Preferred Stock, special meetings of stockholders of the Company may be called only by (i) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (ii) the Company's Chief Executive Officer or (iii) the holders of at least one-third of the outstanding shares of capital stock of the Company. Notwithstanding anything contained in this Articles of Incorporation to the contrary, this Article VIII shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a stockholders' meeting duly called for such purpose.

ARTICLE IX - NO STOCKHOLDER ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the stockholders of the Company shall be taken at a duly called annual or special meeting of such holders and may not be taken by any consent in writing by such holders. Notwithstanding anything contained in this Articles of Incorporation to the contrary, this Article IX shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a stockholders' meeting duly called for such purpose.

ARTICLE X - INDEMNIFICATION

The Company shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, and in addition to the elimination of personal liability of the Company's directors under Article X hereof, the Company's Bylaws (the "Bylaws") may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

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ARTICLE XI - CONFLICT

No contract or other transaction between the Company and any other corporation, and no act of the Company shall in any way be affected or invalidated by the fact that any of the directors of the Company are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Company, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of the Company who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the Company which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII - BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or any part hereof. Certain provisions of the Bylaws, as stated therein, may not be altered, amended or repealed except by the affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a stockholders' meeting duly called for such purpose. Except for such provisions requiring a two-thirds vote to alter, amend or repeal, the Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the stockholders upon the affirmative vote of at least a majority of the outstanding shares of capital stock of the Company entitled to vote at a stockholders' meeting duly called for such purpose.

Notwithstanding anything contained in this Articles of Incorporation to the contrary, this Article XII shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a stockholders' meeting duly called for such purpose.

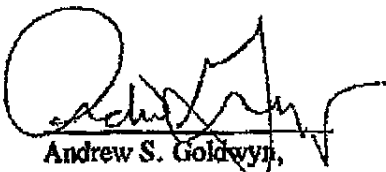
ARTICLE XIII - AMENDMENT

Except as provided herein, this Articles of Incorporation may be altered, amended or repealed by the stockholders of the Company in accordance with the General Corporation Law.

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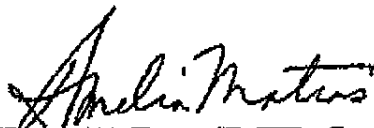
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 9th day of February 2000.

By: 
Andrew S. Goldwyn,
Incorporator

STATE OF FLORIDA)
 ;SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Andrew S. Goldwyn, Esq., () who produced his driver's license for identification, or ~~X~~ is known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.


NOTARY PUBLIC,
State of Florida at Large
Name: _____

My Commission Expires:



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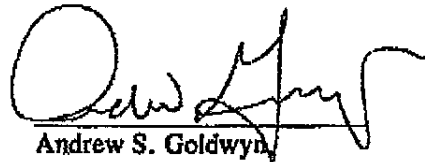
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**CYBERMED INTERNATIONAL, INC.'S
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 607.0501 of the Florida Business Corporation Act, laws of the State of Florida (the "General Corporation Law"), the following is submitted, in compliance with the General Corporation Law:

That CyberMed International, Inc. (the "Company"), desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 350 Fairway Drive, Suite 101, Deerfield Beach, Florida 33441, has named Andrew S. Goldwyn, Esq. as its agent to accept service of process within the State.

By:


Andrew S. Goldwyn
Incorporator

ACKNOWLEDGEMENT:

Having been named to accept service of process for CyberMed International, Inc., at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I am familiar with and accept the duties and responsibilities as Registered Agent for the Company.

By:


Andrew S. Goldwyn,
as Registered Agent

Dated: February 9, 2000

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