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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4001

From: Karen L. DiDea (Direct Dial No. 407/418-6462)

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407)843-4600
Fax Number : (407)843-4444

ATTORNEY NO. 424
CLIENT NO. 059186
MATTER NO. 73182

PLEASE ARRANGE FILING OF THESE ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, MARCH 3, 2000, AND RETURN EVIDENCE OF THE CERTIFIED FILING TO ME AS SOON AS POSSIBLE. THANKS!
Karen

FLORIDA PROFIT CORPORATION OR P.A.

TOTAL MEDICAL SOLUTIONS.COM INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
TOTAL MEDICAL SOLUTIONS.COM INC.

ARTICLE I - NAME

The name of this corporation is Total Medical Solutions.com Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office is 321 E. Georgia Avenue, Longwood, Florida 32750, and the mailing address of the corporation shall be 215 N. Eola Drive, Orlando, Florida 32801.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is three million (3,000,000), consisting of (i) one million (1,000,000) shares of Class A Voting Common Stock, par value \$0.001 per share ("Class A Voting Common Stock"), and (ii) two million (2,000,000) shares of Class B Non-Voting Common Stock, par value \$0.001 per share ("Class B Non-Voting Common Stock"). Class A Voting Common Stock and Class B Non-Voting Common Stock shall sometimes hereinafter be referred to collectively as "Common Stock." The preferences, limitations and relative rights of the Class A Voting Common Stock and Class B Non-Voting Common Stock are as follows:

- (a) Voting Rights. The holder of each share of Class A Voting Common Stock shall have the right to one vote per share, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The holders of Class B Non-Voting Common Stock shall not have any voting rights and shall not be entitled to notice of any meeting of the shareholders of the Corporation.
- (b) Liquidation Rights. Upon the dissolution of the Corporation, holders of Common Stock shall be entitled to receive a pro rata share of the net assets of the Corporation based upon their respective ownership of shares of Common Stock.
- (c) Dividend Rights. The holders of Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors of the Corporation.

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 N. Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Julia L. Frey.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Wilfred J. Roy, III

1832 Misty Morn Place
Longwood, Florida 32779

David R. Shephard

321 E. Georgia Avenue
Longwood, Florida 32750

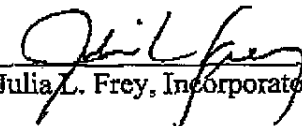
ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Julia L. Frey

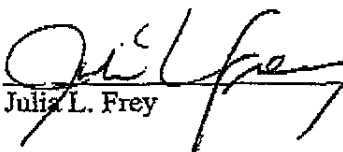
215 N. Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of March, 2000.


Julia L. Frey, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Total Medical Solutions.com Inc.


Julia L. Frey

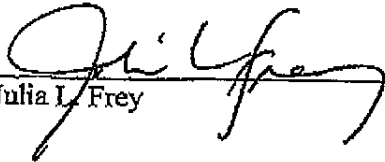
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WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of Total Medical Solutions.com Inc.


Julia L. Frey

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