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TEL: 18132291660

P. 002

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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Account Name : SHUMAKER, LOOP & KENDRICK LLP
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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

LABELCLICK.COM, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Amended & Restated
w/ NAME CHANGE

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01/26/01 17:33 FL Dept of State

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P.001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 2001

LABELCLICK.COM, INC.
2240 BELLEAIR RD., STE.160
CLEARWATER, FL 33764

SUBJECT: LABELCLICK.COM, INC.
REF: P00000022375

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please remove the word "initial" from page 4 of the document, Article V, where it states INITIAL REGISTERED OFFICE. This address is not the initial registered office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H010000010415
Letter Number: 101A00004577



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 25, 2001

LABELCLICK.COM, INC.
2240 BELLEAIR RD., STE. 160
CLEARWATER, FL 33764

SUBJECT: LABELCLICK.COM, INC.
REF: P00000022375

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000010415
Letter Number: 101A00004192

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Fax Audit No. H01000010415 7

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LABELCLICK.COM, INC.**

Labelclick.com, Inc. (the "Corporation"), a corporation organized and existing under the Business Corporation Act (the "Act") of the State of Florida, does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation which accurately restate and integrate the Amended and Restated Articles of Incorporation filed on March 3, 2000 and all amendments thereto that are in effect to date as permitted by Section 607.1007 of the Florida Statutes.

II. Each amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Act, the Restated Articles and each amendment thereto were duly approved and adopted by written consent of the Corporation's Board of Directors and Shareholders on January 11, 2001, and the vote cast for the amendments contained herein was sufficient for approval of such amendments.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Amended and Restated Articles which are as follows:

**ARTICLE I
NAME**

The name of the Corporation is Vertical Health Solutions, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and the mailing address of the Corporation are:

12505 Starkey Road, Suite A
Largo, Florida 33773

**ARTICLE III
PURPOSE**

The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful acts or activities for which a corporation may be organized under the Act.

Fax Audit No.: H01000010415 7
Julio C. Esquivel, Esquire
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Avenue, Suite 2800
Tampa, Florida 33602
813/227-2325
Bar No.: 0940380

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TALLAHASSEE, FLORIDA

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ARTICLE IV **CAPITAL STOCK**

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Fifty Three Million (53,000,000) shares, consisting of (i) Forty Eight Million (48,000,000) shares of common stock, \$.001 par value per share (the "Common Stock"), and (ii) Five Million (5,000,000) shares of preferred stock, \$.001 par value per share (the "Preferred Stock"). The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. Subject to the terms contained in any designation of a series of Preferred Stock and to limitations prescribed by law, the Board of Directors is expressly authorized, at any time and from time to time, to fix by resolution the designation and relative powers, preferences and rights and the qualifications and limitations thereof relating to the shares of each such class or series of Preferred Stock. The authority of the Board of Directors with respect to the provisions for shares of any class of Preferred Stock or any series of any class of Preferred Stock shall include, but not be limited to, the following:

- (1) the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board of Directors, and the stated value thereof if different from the par value thereof;
- (2) whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;
- (3) the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of the same class;
- (4) whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;
- (5) the amount or amounts payable upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;
- (6) whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

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(7) whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of the same class or any other securities or cash or other property and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(8) the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of the same class;

(9) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;

(10) the ranking (be it pari passu, junior or senior) of each class or series vis-a-vis any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters; and

(11) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of these Articles of Incorporation, to the full extent permitted in accordance with the laws of the State of Florida.

ARTICLE V **INDEMNIFICATION**

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

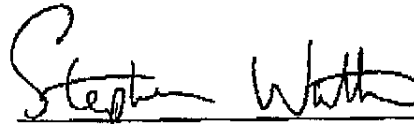
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ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

Julio C. Esquivel, Esq.
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

IN WITNESS WHEREOF, the undersigned President has executed these Amended and Restated Articles of Incorporation January 11, 2001.



Stephen Watters, C.E.O.

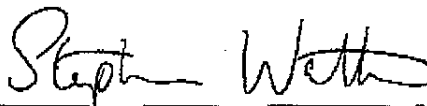
Fax Audit No. H01000010415 7

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **LabelClick.com, Inc.**
2. The name and street address of the registered agent and office in the State of Florida are:

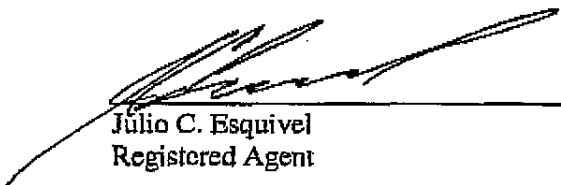
Julio C. Esquivel, Esq.
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602



Stephen Watters

Dated: January 11, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Julio C. Esquivel
Registered Agent

Dated: January 11, 2001

Fax Audit No.: H01000010415 7
Julio C. Esquivel, Esquire
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Avenue, Suite 2800
Tampa, Florida 33602
813/227-2325
Bar No.: 0940380