

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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The Genesis Group International Inc.

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*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	<i>Cert</i>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
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Signature _____

Requested by: *CD* *3-8-00* *11:00*
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

CB
3-8-00

**ARTICLES OF INCORPORATION
OF
THE GENESIS GROUP INTERNATIONAL, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE - Name

The name of this corporation is **The Genesis Group International, Inc.**

ARTICLE TWO – Duration

The period of its duration is perpetual.

ARTICLE THREE – Purpose

- (A) To engage in the business of marketing healthcare products, and generally to acquire any products or rights therein, maintain equipment, intellectual property, intangibles and other things in connection therewith.
- (B) To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country;
- (C) Additionally, this corporation is organized under the corporation laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the

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objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its business plan; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the corporation laws of this state or under any act amending those laws, supplemental thereto, or substituted therefore.

(D) It is the intent of this corporation to elect an "S" tax status under section 2553 of the Internal Revenue Code, as amended.

ARTICLE FOUR - Capital Stock

The corporation is authorized to issue 500 shares, all of one class, at \$1.00 par value.

ARTICLE FIVE - Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Allan Fuhr	2853 N.W. 27 th Avenue Boca Raton, FL 33434

ARTICLE SIX - Initial Board of Directors

The corporation shall have two director(s) initially. The number of directors may be increased from time to time but shall never be less than one. The names and addresses of the two initial director(s) of this corporation are:

<u>Name</u>	<u>Address</u>
Allan Fuhr Secretary/Treasurer	2853 N.W. 27 th Avenue Boca Raton, FL 33434
Linda Ellen Fuhr President	2853 N.W. 27 th Avenue Boca Raton, FL 33434

ARTICLE SEVEN – Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Allan Fuhr	2853 N.W. 27 th Avenue Boca Raton, FL 33434

ARTICLE EIGHT - Non-Resident Directors

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

ARTICLE NINE - Meetings by Conference Telephone

Members of the Board of Directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE TEN - Informal Action of Directors

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE ELEVEN - Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

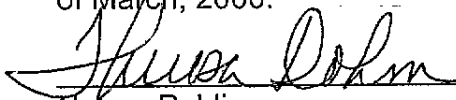
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of March, 2000.


ALLAN FUHR

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

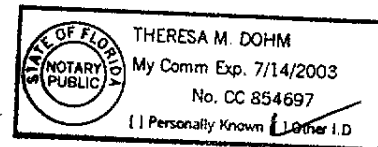
BEFORE ME, the undersigned authority, personally appeared ALLAN FUHR, personally known to me or who has produced Fla Drivers License ^{F602-0008-42-110-0} as identification, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of March, 2000.


Notary Public

7/14/03
Commission:

Theresa Dohm
Printed Name



**CERTIFICATE OF DESIGNATION OF INITIAL
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0202(1)(b), FLORIDA STATUTES, THE UNDERSIGNED, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is **The Genesis Group International, Inc.**

The name and address of the initial registered agent and the initial principal office is:

<u>Name</u>	<u>Address</u>
Allan Fuhr	2853 N.W. 27 th Avenue Boca Raton, FL 33434

Having been named as registered agent to accept service of process for the above stated corporation 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 obligations of my position as registered agent.

Allan Fuhr
Dated: March 7, 2000.

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