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BUSINESS LAW
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ESTATE PLANNING
FAMILY LAW
REAL ESTATE
SECURITIES LITIGATION and ARBITRATION

October 10, 2000

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

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-10/13/00--01077--003
****35.00 ****35.00

SUBJECT: Online HealthNow, Inc.

Gentlemen:

Enclosed are an original and one copy of the Amended and Restated Articles for the above corporation along with the certificate required by the Florida statutes. Also enclosed is the $ 35.00 fee.

Would you please stamp and return the copy to me following approval.

Very truly yours,

Robert W. Browning, Jr.

FILED
00 OCT 13 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended + Restated

S. PAYNE OCT 20 2000

FILED
00 OCT 13 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ONLINE HEALTHNOW, INC.

ARTICLE ONE. NAME

The name of the corporation is Online HealthNow, INC.

ARTICLE TWO. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE. POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FOUR. CAPITAL STOCK

(A) This corporation is authorized to issue 10,000,000 shares of voting common stock (the "Common Stock") which shall have par value of $ .0001 per share.

(B) This corporation is also authorized to issue 2,000,000 shares of convertible preferred stock (the "Preferred Stock") which shall have a par value of $ .0001 per share and which may be issued in one or more series. The Board of Directors is hereby authorized, within the limitations and restrictions stated herein, to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred stock and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series prior or subsequent to the issue of shares in that series, but not below the number of shares then outstanding. In case the number of shares of any series shall be so decreased, the number of shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

(1) One Million Five Hundred Thousand (1,500,000) shares of the Preferred Stock are hereby designated Series A Preferred Stock (the "Series A Preferred").

(C) The rights, preferences, privileges, restrictions, and other matters relating to the Preferred Stock are as follows:

(1) Dividend Rights

(a) Holders of Preferred Stock, in preference to holders of the Common Stock of the Company, shall be entitled to receive when and as declared by the Board of Directors (but only out of funds legally available therefor) a cash dividend at the rate of eight percent (8%) per share per annum based on the original issue price of their Preferred Stock. The original issue price of the Series A Preferred shall be Fifty cents ($ .50) per share but the price per share on any future series has not yet been established. Such dividends shall be payable only when, as, and if declared by the Board of Directors and shall be non-cumulative.

(b) So long as any Preferred Stock shall be outstanding, no dividend, whether in cash or property, shall be paid or declared on the Common Stock until the dividends described in the preceding subparagraph (a) have been paid or declared (and set apart). In the event dividends are paid on the Common Stock, an additional dividend shall be paid on the Preferred Stock in an amount per share equal to the amount per share paid on the Common Stock.

(2) Voting Rights

(a) Except as otherwise provided herein, the Preferred Stock shall be voted equally with the shares of the Common Stock of the Company (and not as a separate class) at any annual or special meeting of the stockholders of the Company and may act by written consent in the same manner as the Common Stock.

(b) As long as at least 1,000,000 shares of Preferred remain outstanding, the vote or consent of the holders of at least a majority of the outstanding Preferred Stock shall be necessary for effecting or validating the following actions:

(i) any amendment, alteration or repeal of any provision of the Articles of Incorporation which materially alters the voting powers, preferences, or other special rights or privileges or restrictions of the Preferred Stock so as to affect them adversely;

(ii) any increase in the authorized number of shares of Preferred Stock;

(iii) any authorization or designation of any new class or series of stock ranking senior to the Preferred Stock in right of redemption, liquidation preference, voting, or dividends, or any increase in the authorized or designated number of any such new class or series.

(3) Liquidation Rights

(a) in the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of Preferred Stock shall be entitled to be repaid in full (ie, to the extent of the issue price of their preferred shares) before any distribution or payment shall be made to the holders of the common shares of the corporation and, thereafter, the remaining assets and funds shall be distributed wholly to the common shareholders based on their common stock ownership;

(b) in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, if the assets are insufficient to prevent the full payment to the holders of the Preferred Stock, the Preferred Stockholders shall share ratably in any distribution of assets in proportion to their ownership of the Preferred Stock.

(4) Conversion Rights

(a) Any shares of Preferred Stock may, at the option of the holder, be converted at any time into fully-paid and nonassessable shares of Common Stock. The shares shall be convertible on the basis of one share of Common Stock for each one share of Preferred Stock converted. A Preferred Stockholder may accomplish the conversion by delivering to the Corporation's secretary a duly endorsed stock certificate representing the Preferred Stock (s)he wishes to convert along with instructions as to the number of shares the Preferred Stockholder wishes to convert. The conversion shall be deemed to have been made effective as of the date of delivery of the Preferred Stock. The Preferred Stock being converted shall only be entitled to receive dividends on the Preferred Stock being converted to the extent that a dividend has been declared prior to the effective date of the conversion.

(b) The Corporation shall, at all times, have available authorized but unissued shares in an amount sufficient to convert all of the then outstanding Preferred Stock into Common Stock.

(c) Each share of Preferred Stock shall automatically be converted into a share of Common Stock at any time upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock of the Company provided, that the offering price of the Common Stock is at least $ 2.00 per share. Upon such automatic conversion, any declared and unpaid dividends on the Preferred Stock shall be paid on or before the date of conversion.

(d) No shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion, or otherwise shall be reissued.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 13027 St. Filagree Dr., Riverview, FL 33569-7083.

ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 13027 St. Filagree Dr., Riverview, FL 33569-7083 and the name of the registered agent of the corporation at that address is Laura More.

ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

ARTICLE EIGHT. INCORPORATOR

The name and address of the Incorporators of the Corporation are:

Jeanne Christian
3301 Bayshore Blvd., # 2107
Tampa, FL 33629

Edie H.Deane (aka Edie Deane Watson)
7411 17th Ave. NW
Bradenton, FL 34209

Laura More
13027 St. Filagree Dr.
Riverview, FL 33569-7083

ARTICLE NINE. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, in the manner described herein, or by law, and any right conferred upon the shareholders is subject to this reservation.

The undersigned director has executed these Restated Articles of Incorporation this 5th day of October, 2000.

Edie H Deane
Edie H. Deane

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 5th day of October, 2000, by Edie H. Deane, who personally appeared before me and is personally known to me.

Notary Public

Robert W Browning, Jr
My Commission CC867537
Expires August 30, 2003

CERTIFICATE

The undersigned, being a director of Online HealthNow, Inc. (the "Corporation"), hereby certifies that the Restated Articles of Incorporation of the Corporation attached hereto do not contain any amendments requiring the approval of the shareholders and that the Board of Directors adopted the Restated Articles on October 5, 2000.

Edie H Deane

Edie H. Deane, Director