

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : SANDRA P. GREENBLATT, P.A.
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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

CUREMEDOCTOR, INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CUREMEDOCTOR, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, with consent of the sole shareholder and directors, hereby adopts the following Amended and Restated Articles of Incorporation under the Florida Business Corporation Act:

ARTICLE I

The name of the corporation is CUREMEDOCTOR, INC. (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue 100,000,000 shares of common stock, with a par value of \$.001 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 7245 S. W. 87th Avenue, Suite 100, Miami, FL 33173.

ARTICLE V

The name of the registered agent and street address of the Corporation's registered office is Sandra P. Greenblatt, P. A., 3109 Stirling Road, Suite 101, Fort Lauderdale, FL 33312.

ARTICLE VI

Except as provided by law, no director of the Corporation shall be personally liable to shareholders for monetary damages for any breach of any duty owed to the Corporation and its shareholders except for (i) breaches, acts, or omissions not in good faith or which involve intentional violations of laws and regulations; (ii) declaration of unlawful dividends or unlawful stock transfers; and (iii) a transaction from which a director receives an improper benefit. The Corporation shall indemnify, and advance

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expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, provided that the acts described in (i) through (iii) above are not at issue. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 28th day of November, 2000.



Chairman, Board of Directors

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