

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
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P00000034658

Millennium Health Tech, Inc.

000003196820-9
-04/05/2000-01038-021-9
*****18.75 *****18.75

<input checked="" type="checkbox"/>	Art of Inc. File	<u>Cert.</u>
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<input type="checkbox"/>	Fictitious Name File	
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<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	
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<input type="checkbox"/>	Corp Record Search	
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Signature _____

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Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

Articles of Incorporation of
MILLENNIUM HEALTH TECH, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (Chapter 607 of the FLORIDA STATUTES) hereby adopts the following Articles of Incorporation:

Article 1

- 1.1 The name of this corporation is **MILLENNIUM HEALTH TECH, INC.**

Article 2

- 2.1 The principal place of business and office of this corporation is:

1711 Worthington Rd. Suite 103
West Palm Beach, Florida 33409

Article 3

- 3.1 The purpose of this corporation is:

To engage in any lawful act or activity for which a corporation may be organized under the General Laws of the State of Florida.

Article 4

- 4.1 This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock."

- 4.2 The total number of shares that the corporation is authorized to issue is Five Hundred Thousand (500,000) shares. The initial capitalization of Five Hundred Thousand (500,000) shares shall be Common Stock. The Preferred Stock may be issued from time to time in one or more series:

- 4.3 The Board of Directors is hereby authorized, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of 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 subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 5

5.1 The personal liability of the directors of this corporation for monetary or property damages shall be eliminated to the fullest extent permissible under the Laws of Florida.

5.2 This corporation is authorized to provide indemnification of directors, officers and agents for breach of duty to the corporation and its shareholders through bylaw provisions, agreements with agents, shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by the Laws of Florida, subject to the limits on such excess indemnification set forth in the Laws of Florida.

5.3 This corporation shall indemnify, to the full extent permitted by law, the undersigned incorporator.

Article 6

6.1 The name and address of this corporation's incorporator is:

Richard A. Feldman, Attorney at Law
1711 Worthington Rd., Suite 106
West Palm Beach, Florida 33409

Article 7

7.1 The name and address of this corporation's initial registered agent is:

Richard A. Feldman, Attorney at Law
1711 Worthington Rd., Suite 106
West Palm Beach, Florida 33409

In witness of this, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation creating MILLENNIUM HEALTH TECH, INC., this 29th Day of March, 2000.

Incorporator's Name: Richard A. Feldman
Richard A. Feldman, Sole Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Incorporator's Name: Richard A. Feldman
Richard A. Feldman

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of this corporation is **MILLENNIUM HEALTH TECH, INC.**
2. The name and address of this corporation's initial registered agent is:

Richard A. Feldman, Attorney at Law
1711 Worthington Rd., Suite 106
West Palm Beach, Florida 33409

3. The principal place of business and office location of the corporation is:

MILLENNIUM HEALTH TECH, INC.
1711 Worthington Rd., Suite 103
West Palm Beach, Florida 33409

Having been named Registered Agent and to accept service of process for the above stated corporation, I, Richard A. Feldman, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Laws 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.

Signature

Richard A. Feldman

Date

March 30, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA