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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

MEDICBUTTON, INC.

Certificate of Status	0
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MedicButton, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the corporation is MEDICBUTTON, INC. (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the Corporation is 1431 Capri Lane, Ste 5205, Weston, FL 33326.

ARTICLE III
NATURE OF CORPORATE BUSINESS

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the state of Florida as those laws now exist or as they may hereafter provide.

ARTICLE IV
CAPITAL STOCK

The total number of shares of all stock that this Corporation is authorized to issue is Sixty-Five Million (65,000,000), consisting of Fifty Million (50,000,000) shares of common stock having \$0.001 par value per share ("Common Stock"), and Fifteen Million (15,000,000) shares of preferred stock having \$0.0001 par value per share (Preferred Stock).

Each share of Common Stock shall be equal to every other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock on each matter submitted to a vote of the shareholders of the Corporation.

Shares of Preferred Stock may be issued from time to time in one or more series. Subject to any limitations prescribed by the laws of the state of Florida, the board of directors of the Corporation (the "Board of Directors") is expressly authorized, prior to the issuance of any series of Preferred Stock, to fix by resolution or resolutions providing for the issue of any series the number

THIS INSTRUMENT PREPARED BY:
JOEL S. KNEE, ESQUIRE
1431 CAPRI LANE, STE 5205
WESTON, FL 33326
TEL. (954) 217-3070

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of shares included in such series and the designation, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such series. Pursuant to the forgoing general authority vested in the Board of Directors, but not in limitation of the powers conferred on the Board of Directors thereby and by the law of the state of Florida, the Board of Directors is expressly authorized to determine with respect to each series of preferred stock:

a) the distinguishing designation of such series and the number of shares (which number from time to time may be decreased by the Board of Directors, but not below the number of such shares then outstanding, or may be increased by the Board of Directors unless otherwise provided in creating such series) constituting such series;

b) the rate and time at which, and the preferences and conditions under which, dividends shall be payable on shares of such series, the status of such dividends as cumulative, or non-cumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such shares are entitled to any preference;

c) the right, if any, of holders of shares of such series to convert such shares into, or to exchange such shares for, shares of any other class or classes or of any other series of the same class, the prices or rates of conversion or exchange, and adjustments thereto, and any other terms and conditions applicable to such conversion or exchange;

d) the rights and preferences, if any, of the holders of shares of such series upon liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which amount may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary, and, if voluntary, may vary at different dates, and the status of the shares of such series as a participating or non-participating after the satisfaction of any such rights and preferences;

e) the voting powers, if any, of the holders of shares of such series which may, without limiting the generality of the forgoing, include (i) the general right to vote one vote (or more or less than one vote) per share on every matter (including, without limitation, the election of directors) voted on by the shareholders without regard to class and (ii) the limited right to vote, as a series by itself or together with other series of Preferred Stock or together with all series of Preferred Stock as a class, upon such matters, under such circumstances and upon such conditions as the Board of Directors may fix, including, without limitation, the right, voting as a series by itself or together with other series of Preferred Stock or together with other series of Preferred Stock as a class, to elect one or more directors of the Corporation in the event there shall have been a default in the payment of dividends on any one or more series of Preferred Stock;

f) the times, terms and conditions, if any, upon which shares of such series shall be subject to redemption, including the amount that the holders of shares of such series shall be entitled to receive upon redemption (which amount may vary under different conditions or at different redemption dates) and the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the shares of such series;

g) the limitations, if any, applicable while such series is outstanding on the payment of

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dividends or making of distributions on, or the acquisition or redemption of, Common Stock or any other class of shares ranking junior, either as to dividends or upon liquidation, to the shares of such series;

h) the conditions or restrictions, if any, upon the issue of any additional shares (including additional shares of such series or any other class) ranking on a parity with or prior shares of such series either as to dividends or upon liquidation; and

i) any other relative powers, preferences and participating, option or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such series; in each case, so far as not inconsistent with the provisions of these Articles of Incorporation or the law of the state of Florida. All shares of Preferred Stock shall be identical and of equal rank except as to the particulars that may be fixed by the Board of Directors as provided above, and all shares of each series of Preferred Stock shall be identical and of equal rank except as to the dates from which cumulative dividends, if any, thereon shall be cumulative.

ARTICLE V **DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation is three (3). The number of Directors may be either increased or decreased from time to time by amendment of the By-Laws, but shall never be less than one (1). The name and address of the initial Board of Directors is:

John F. Egri
P.O. Box 266256
Ft. Lauderdale, FL 33326

Jeffrey A. Hennes
P.O. Box 266256
Ft. Lauderdale, FL 33326

Joel S. Knee
P.O. Box 266256
Ft. Lauderdale, FL 33326

All Directors of the Corporation shall have the right to vote on all contracts and other transactions of the Corporation regardless of their interests therein and no such contract or other transaction between this Corporation and any one or more of its Directors or Shareholders or any other corporation, firm, association, or entity in which one or more of its Directors or Shareholders are directors or are financially interested in shall either be void or voidable because of such relationship or interest.

ARTICLE VI **INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Joel S. Knee
P.O. Box 266256
Fort Lauderdale, FL 33326

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ARTICLE VII
REGISTERED AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Principal Office in the state of Florida are:

Joel S. Knee
1431 Capri Lane, Ste 5205
Weston, FL 33326

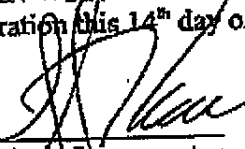
ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director of the Corporation, or person exercising powers and duties of an officer or director of the Corporation, to the fullest extent now or hereafter permitted by law.

ARTICLE IX
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereinafter prescribed or permitted by the provisions of any applicable statute of the state of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of August, 2000.

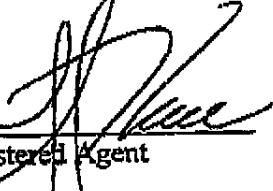

Joel S. Knee, Incorporator
P.O. Box 266256
Fort Lauderdale, FL 33326

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ACCEPTANCE OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all the requirements of law pertaining thereto.



Registered Agent

Joe S. Khoo
1431 Capri Lane, Ste 5205
Weston, FL 33326

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