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BLACKBURN & COMPANY, L.C.
6620 SOUTHPOINT DRIVE, SOUTH
SUITE 200
JACKSONVILLE, FLORIDA 32216

DENNIS L. BLACKBURN
H. ADAM AIRTH, JR.

August 28, 2000

FILED
00 AUG 30 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE 904-296-7713
FAX 904-296-0384
email: blackburnco@msn.com

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Medi Resource Network, Inc.

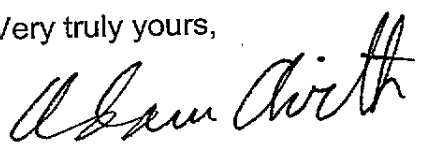
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*****70.00 *****70.00

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above-referenced organization, along with the Certificate of Registration of Registered Agent. Also enclosed is our check in the amount of \$70.00 in payment of the filing fee and the Designation of Registered Agent fee.

If you have any questions concerning this filing, please contact me.

Very truly yours,


H. Adam Airth, Jr.

HAA:rd

Enclosures



ARTICLES OF INCORPORATION
OF
MEDI RESOURCE NETWORK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I-NAME

The name of this Corporation is MEDI RESOURCE NETWORK, INC.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business is 213 6th Avenue, North, Jacksonville, FL, 32250 and mailing address of this Corporation is P.O. Box 3039, Ponte Vedra Beach, Florida 32004.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is twenty million (20,000,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Blackburn & Company, L.C., 6620 Southpoint Drive, Suite 200, Jacksonville, Florida 32216.

ARTICLE V-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are Dennis L. Blackburn, 6620 Southpoint Drive, Suite 200, Jacksonville, Florida 32216

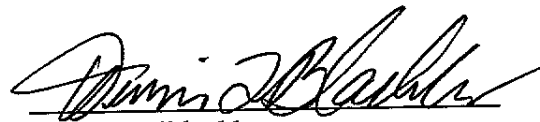
ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of AUGUST, 2000.


Dennis L. Blackburn

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, MEDI RESOURCE NETWORK, INC., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent, in the State of Florida.

1. The name of the Corporation is MEDI RESOURCE NETWORK, INC.
2. The name and address of the registered agent and office are Blackburn & Company, L.C., 6620 Southpoint Drive, Suite 200, Jacksonville, Florida 32216

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Blackburn & Company, L.C.



By: Dennis L. Blackburn,
Its Managing Member

Date: 8/15/, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA