

PO0000093932

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ARTICLES OF INCORPORATION

The undersigned incorporators, 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 the Corporation shall be:

DENOVO HEALTH SOLUTIONS, INC.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

1343 Alberta Drive
Winter Park, FL 32789.

ARTICLE III- MAILING ADDRESS

The mailing address of the Corporation shall be:

Post Office Box 561
Winter Park, FL 32790.

ARTICLE IV- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at one time is 20,000,000 Shares valued at \$.001 per share. There shall be two (2) classes of shares of stock. The first type of shares of stock are restricted to ownership by an officer, director, or the corporation itself. Such shares of stock shall be designated on the face of the share certificate with the term "Restricted Shares". The second type of shares of stock are unrestricted. All shares of stock are subject to the restrictions imposed upon such shares of stock by the terms of a shareholder agreement.

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Sean F. Rogle
FL Bar 0106313
P.O. Box 151358
Altamonte Springs, FL 32715
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ARTICLE V- BOARD OF DIRECTORS:

The Board of Directors shall consist of seven (7) available seats.

As stated in the By-Laws, the initial Board members shall be:

Tonya Daschner Skinner, 1343 Alberta Drive, Winter Park, FL 32789,
William D. Scala, 1333 Golfside Drive, Winter Park, FL 32792,
Anne Bedinger, 915 Maxwell Street, Orlando, FL 32804,
Michael C. Skinner, 1343 Alberta Drive, Winter Park, FL 32789.

ARTICLE VI- OFFICERS

The Officers of the Corporation shall be:

Chief Executive Officer: Tonya Daschner Skinner, 1343 Alberta Drive, Winter Park, FL 32789,

President: William D. Scala, 1333 Golfside Drive, Winter Park, FL 32792,

Vice President of Marketing: Anne Bedinger, 915 Maxwell Street, Orlando, FL 32804,

Secretary/Treasurer: Michael C. Skinner, 1343 Alberta Drive, Winter Park, FL 32789.

The term of office for an officer shall be four (4) years, unless otherwise designated by the By-Laws.

ARTICLE VII- INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

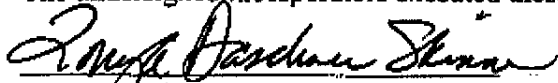
Michael C. Skinner, 1343 Alberta Drive, Winter Park, FL 32789,

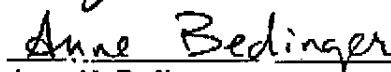
William D. Scala, 1333 Golfside Drive, Winter Park, FL 32792,

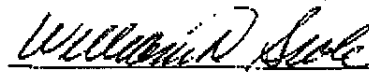
Anne Bedinger, 915 Maxwell Street, Orlando, FL 32804,

Tonya Daschner Skinner, 1343 Alberta Drive, Winter Park, FL 32789.

The undersigned incorporators executed these Articles of Incorporation this 13 day of June, 2000.


Tonya Daschner Skinner


Anne ~~B~~ Bedinger


William D. Scala


Michael C. Skinner

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

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the Corporation is:

DENOVO HEALTH SOLUTIONS, INC.

2. The name of the registered agent and office is:

Sean F. Bogle, Esq.
Bogle & Schulman, P.A.
Attorneys and Counselors at Law
Turnbull Professional Center
706 Turnbull Avenue
Suite 203
Altamonte Springs, FL 32701

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 I am familiar with and accept the obligations of my position as registered agent.


Sean F. Bogle, Esq.

10-4-2000
Date

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