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October 31, 2000

Bureau of Corporate Records  
Secretary of State  
P. O. Box 6327  
Tallahassee, FL 32314

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-11/06/00--01067--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Nethealthco.com, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named corporation, along with our check in the amount of \$78.75, which represents the following:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	35.00
	<u>\$78.75</u>

Please file the original and return the certified copy to the above address. Thank you for your attention and cooperation.

Very truly yours,



Susan L. VanHaaren  
Legal Assistant

/slv  
Enclosures

FILED  
NOV -6 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

11-7  
140

ARTICLES OF INCORPORATION  
OF  
NETHEALTHCO.COM, INC.

FILED  
00 NOV -6 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is NETHEALTHCO.COM, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually commencing on the date of the filing of these Articles.

ARTICLE III. MAILING ADDRESS OF BUSINESS

The mailing address for this corporation will be:

5745 - 8th Avenue North  
St. Petersburg, FL 33710

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and State of Florida and may do all things necessary or convenient to carry out its business and affairs.

**ARTICLE V. CAPITAL STOCK**

This corporation is authorized to issue 10,000 common shares of \$1.00 par value.

**ARTICLE VI. PREEMPTIVE RIGHTS GRANTED**

Every shareholder shall have the preemptive right to purchase his or her prorata share of any new capital stock offered for sale of the same kind, class or series as that which he or she already holds.

**ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this corporation are:

JAMES R. NIESET  
6740-D Crosswinds Drive North  
St. Petersburg, Florida 33710

**ARTICLE VIII. BOARD OF DIRECTORS**

This corporation shall have a Board of Directors consisting of five (5) directors. The number of directors may be either increased or decreased from time to time by an amendment of these Articles of Incorporation or in the manner provided by law, but shall never be less than one (1).

**ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK**

Shares held or acquired by the shareholders of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders and this corporation.

**ARTICLE X. INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

HAROLD I. MERCHANT, JR.  
5745 - 8th Avenue North  
St. Petersburg, FL 33710

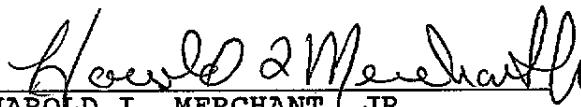
**ARTICLE XI. INDEMNIFICATION**

This corporation shall indemnify any person acting as a director, officer, employee or agent of the corporation to the full extent permitted by law.

**ARTICLE XII. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

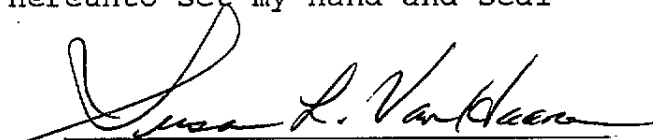
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 30 day of October, 2000.

  
HAROLD I. MERCHANT, JR.

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgements in Pinellas County, Florida, personally appeared HAROLD I. MERCHANT, JR., to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 30 day of October, 2000.

  
NOTARY PUBLIC



ACCEPTANCE OF REGISTERED AGENT

I HEREBY AGREE as registered agent to accept service of process for the above-named corporation and to comply with the applicable provisions of Florida law relative to office hours and posting of registered agent names.

  
JAMES R. NIESET