

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

File 15<sup>th</sup>  
**P01000065537**

CONTACT: CINDY HICKS

DATE: 4-16-02

REF. #: 0174 6118

CORP. NAME: doc's Guide, Inc

FILED  
2002 APR 16 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                            | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                      |   |  |

300005281983--3  
-04/16/02--01021--014  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

STATE FEES PREPAID WITH CHECK# 502084 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

RECEIVED  
02 APR 16 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

C. Coulliette APR 16 2002

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
doc's Guide, Inc.**

**FILED**  
**2002 APR 16 AM 11:58**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, a majority of the Shareholders and all of the Directors of doc's Guide, Inc., a Florida Corporation, hereinafter referred to as the "Corporation", did authorize on April 12, 2002, to amend and restate the Articles of Incorporation in their entirety. The number of votes cast by the majority of the Shareholders and all of the Board of Directors was sufficient for approval. The Articles of Incorporation are amended in their entirety as follows:

**ARTICLE I - NAME**

The name of this Corporation is:

doc's Guide, Inc.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of two classes. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000,000 Shares of Class A Common Stock

no par value

1,000,000 Shares of Class B Common Stock

par value of \$0.001 per share

#### ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1133 Bal Harbor #1127, Punta Gorda, Florida 33950.

#### ARTICLE VI - REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 240 South Pineapple Avenue, Sarasota, Florida 34236 and the registered agent at such office is Steven J. Chase.

#### ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the Board of Directors is:

Bo Martinsen

1133 Bal Harbor #1127  
Punta Gorda, Florida 33950

Leiv Bjorndal

1133 Bal Harbor #1127  
Punta Gorda, Florida 33950

William E. Wolfinger

1133 Bal Harbor #1127  
Punta Gorda, Florida 33950

ARTICLE VIII - AMENDMENT

These Amended and Restated Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, for the purpose of amending the Articles of Incorporation under the provisions of Chapter 607 of the Florida Statutes, the undersigned, constituting the President and Secretary of this Corporation, have executed these Amended and Restated Articles of Incorporation on this 12th day of April, 2002.

doc's Guide, Inc., a Florida corporation

By: \_\_\_\_\_

Bo Martinsen, President

By: \_\_\_\_\_

William E. Wolfinger, Secretary

Having been named as Registered Agent and to accept service of process for doc's Guide, Inc. at the place designated in the Articles, 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.

4-12-02  
\_\_\_\_\_  
Date

\_\_\_\_\_  
Steven J. Chase,  
Registered Agent