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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-2694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

tele-health, inc.

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ARTICLES OF INCORPORATION
OF
TELE-HEALTH, INC.

ARTICLE I-NAME

The name of the corporation is TELE-HEALTH, INC.

ARTICLE II- PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation is 1620 SWEETBAY WAY, HOLLYWOOD, FL 33019

ARTICLE III- SHARES

The corporation shall be authorized to have 1,000 shares of common stock each having a par value of \$1.00, and each of which shall be entitled to one vote, as issued.

ARTICLE IV- registered AGENT

The corporation's initial registered office shall be 1620 SWEETBAY WAY, HOLLYWOOD, FLORIDA and the Registered Agent at this address shall be RONALD K. WERNER.

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ARTICLE V - INCORPORATOR

The incorporator of the corporation is RONALD K. WERNER, Whose address is 1620 SWEETBAY WAY, HOLLYWOOD, FL 33019

ARTICLE VI- PURPOSES

The nature of the business to be transacted, or the purposes to be promoted or carried on by the corporation are as follows:

- (a) To conduct a general business, providing general services related to marketing and managing a healthcare distribution network.
- (b) To own, purchase, mortgage and sell and otherwise dispose of automobiles and motor vehicles which might be used in connection with the company's business.
- (c) To build, construct, maintain any type of building and otherwise mortgage and dispose of said buildings in any matter whatsoever in connection with the company's business, to engage in the repair, alterations, conditions and demolition of any building connected with this company's business.

(d) To acquire by subscription, purchase, or otherwise, to hold for investment or for resale, to sell, pledge, hypothecate, and in all ways deal with stocks, script, bonds, consols, debentures, mortgages, notes, trust receipts, certificate of indebtedness, interim receipts, and other obligations and securities of corporation, private, public, quasi-public, or municipal, foreign or domestic. To collect the interest and dividends on its holdings and the principal thereof when due. To do all things suitable and proper for the protection, conservation, or enhancement of the value of stocks, securities, evidences of indebtedness, or other properties held by it, including the exercise of the right to vote thereon. To bid upon and purchase at foreclosure or at other sales, public or private, real property and rights of interests therein of all kinds. This corporation, domestic or foreign, and issue in exchange therefor its stocks, bonds or other obligations.

(e) To engage, make and perform contracts of any kind and description in carrying on its business for the purpose of obtaining or furthering any of its specific objects here in above enumerated, to do any and all things which a co-partnership or natural persons could do and exercise and in any state, possession or territory of the United States of America or anywhere else in the world as may not be especially prohibited by laws of the State of Florida and the United States of America.

The undersigned incorporate has executed these Articles of Incorporation this 7th November, 2002.



RONALD K. WERNER
1620 SWEETBAY WAY
HOLLYWOOD, FL 33019

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TELE-HEALTH, INC.

CERTIFICATE OF DESIGNATION
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.

FIRST THAT TELE-HEALTH, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION HAS NAMED RONALD K. WERNER OF 1620 SWEETBAY WAY, HOLLYWOOD, FLORIDA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF FLORIDA PROCESS WITHIN THE STATE.

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.

SIGNATURE



REGISTERED AGENT
RONALD K. WERNER
1620 SWEETBAY WAY
HOLLYWOOD, FL 33019

PREPARED BY:
GARY TEPPERMAN C.P.A.
17120 ARVIDA PARKWAY SUITE #3
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