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Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Fl 32314

To Whom It May Concern:

Enclosed are the articles of incorporation for MEDABAY.COM, INC. and \$75.00. Please forward all necessary paperwork to Brad Mandell, Attorney at law, 3354 17th Street, Sarasota, Fl 34235.

Sincerely,

Brad Mandell, Attorney at law

3354 17th Street Sarasota, Fl 34235

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#### FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

March 18, 2004

BRAD MANDELL, ESQUIRE 3354 17TH ST SARASOTA, FL 34235

SUBJECT: MEDABAY.COM, INC. Ref. Number: W04000010948

We have received your document for MEDABAY.COM, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75. Your document will be retained in our pending file.

If you have any further questions concerning your document, please call (850) 245-6919.

Letter Number: 004A00018138

Beth Register Document Specialist Supervisor New Filings Section

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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#### ARTICLES OF INCORPORATION OF MEDABAY.COM, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be MEDABAY.COM, Inc.

**ARTICLE II- Duration** 

The corporation shall exist perpetually unless sooner dissolved according to law

ARTICLE III- Purpose

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV-Stated Capital

The corporation is authorized to issue the following capital stock:

No. Shares	Classification	Par Value
1000	Common	\$1.00

The shares of stock may be issued for case, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the Board of Directors. Consideration for the stock shall not be less then par value and shares may not be issued until fully paid.

ARTICLE V-Initial Registered office and agent

The street address of the initial registered office of the corporation is 3354 17<sup>th</sup> Street, Sarasota, Fl 34235 and the name of the initial registered agent at that address is Brad S. Mandell, Esq.

#### Article VI Board of Directors

The corporation shall have 1 director initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less then one. The name and address of the initial directors is:

Brad S. Mandell 3354 17th Street, Sarasota, Fl 34235.

Article VII Incorporator and Principal Office

The name and address of the incorporator and principal office is Brad S. Mandell 3354 17<sup>th</sup> Street, Sarasota, Fl 34235.

Article VIII Shareholder Property

Private property of the shareholder shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

Article IX Amendments to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less then two-thirds vote of the common stock.

Incorporator

FILED

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SECKETARIA OF STATE TALLAHASSEE, FLORIDA

### ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MEDABAY.COM, Inc.

Dated this 12 day of MArch, 2004.

Registered Agent