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LAW OFFICES  
**DAVID M. SHENKMAN, P.A.**  
2701 South Bayshore Drive  
Suite 602  
Miami, Florida 33133  
(305) 859-7272  
Fax: (305) 858-6097

May 6, 2004

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

**RE: Chill I'm Talking, Inc.**

To Whom It May Concern:

I enclose herewith check in the amount of \$78.75 along with the original, signed Articles of Incorporation for Chill I'm Talking, Inc. for filing with the Division of Corporations.

Please forward a certified copy of the Articles of Incorporation to this office.

Thank you for your attention and cooperation herein.

Sincerely,

DAVID M. SHENKMAN

DMS:se

Enclosures

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ARTICLES OF INCORPORATION

OF

CHILL I'M TALKING, INC.

ARTICLE I

The name of the Corporation shall be:

CHILL I'M TALKING, INC.

ARTICLE II

This Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida including but not necessarily limited to design, manufacture, advertisement, distribution and sale of patient privacy products related to the medical profession.

ARTICLE III

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time shall be One Hundred (100) Shares of Common Stock, with a par value of \$1.00 per share.

ARTICLE IV

The shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation or

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securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares.

#### ARTICLE V

The Corporation shall have perpetual existence beginning as of the date of incorporation.

#### ARTICLE VI

The principal office of this Corporation shall be located at 2701 South Bayshore Drive, Suite 602, Dade County, Miami, Florida 33133 with the Corporation retaining power of moving its office to any other address in Florida as may from time to time be authorized by its Board of Directors, with branch offices in such other cities or countries as may from time to time be authorized by its Board of Directors.

#### ARTICLE VII

The initial registered office of this Corporation shall be at 2701 South Bayshore Drive, Suite 602, Miami, Florida 33131. The Registered Agent at such address shall be David M. Shenkman.

#### ARTICLE VIII

This Corporation shall at all times have at least one (1) Director who shall conduct the business of the Corporation as a Board of Directors. The Stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

ARTICLE IX

The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death, are:

David M. Shenkman, 2701 South Bayshore Drive, Suite 602  
Miami, Florida 33133

ARTICLE X

The name and address of the incorporator is:

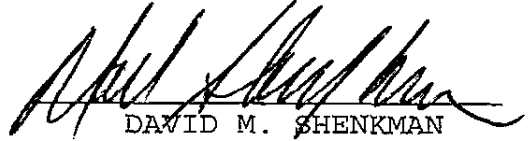
David M. Shenkman  
2701 South Bayshore Drive  
Suite 602  
Miami, Florida 33133

ARTICLE XI

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled special meeting called for that purpose.

I, the undersigned, do hereby subscribe, acknowledge and file this Articles of Incorporation, hereby certifying that the facts herein stated are true and correct, and accordingly hereto set my

hand and seal this 6<sup>th</sup> day of May, 2004.

  
DAVID M. SHENKMAN

STATE OF FLORIDA )

ss:

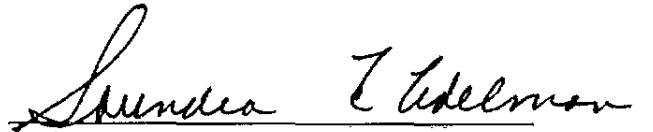
COUNTY OF DADE )

BE IT REMEMBERED, that on this 6 day of May, 2004, personally appeared before me, Notary for the State of Florida at Large, DAVID M. SHENKMAN, the party to the foregoing Articles of Incorporation, and state that the facts herein stated are truly set forth.

The foregoing instrument was acknowledged before me this 6 day of May, 2004 by DAVID M. SHENKMAN, who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.



Saundra E. Edelman  
Commission #DD161331  
Expires: Nov 29, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Print or Stamp Name: \_\_\_\_\_  
Notary Public, State of Florida at  
Large  
My Commission expires: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is

submitted in compliance with said Act:

FIRST: That CHILL I'M TALKING, INC. desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation as 2701 South Bayshore Drive, Suite 602, City of Miami, County of Dade, State of Florida has named DAVID M. SHENKMAN located at 2701 South Bayshore Drive, Suite 602, City of Miami, County of Dade, State of Florida as its Agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

REGISTERED AGENT