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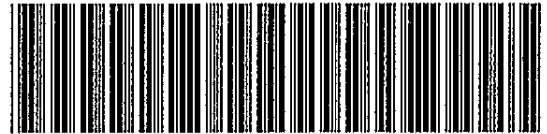
(Business Entity Name)

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APPROVED
AND
FILED
04 DEC 21 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KidCARE Medical Television Network, Inc.
Post Office Box 93037
Lakeland, FL 33804

December 20, 2004

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

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for KidCARE Medical Television Network, Inc. along with a check in the amount of \$78.75 to cover all filing fees, including a certified copy of the Articles. If you need any further information, please contact me at (813) 888-7330.

Sincerely,



Chandra A. Rusk

Encls.

APPROVED
AND
FILED

**ARTICLES OF INCORPORATION
OF
KIDCARE MEDICAL TELEVISION NETWORK, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is KidCARE Medical Television Network, Inc. and its principal office is 1419 East Jean Street, Tampa, Florida 33604 and mailing address is Post Office Box 93037, Lakeland, Florida 33804.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

General Nature of Business

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

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time shall be fifty million shares of common stock at \$.0001 par value per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 1419 East Jean Street, Tampa, Florida 33604, and the initial registered agent of the corporation at such address is Chandra A. Rusk.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

NAME

Chandra A. Rusk

ADDRESS

1419 East Jean Street, Tampa, Florida 33604

ARTICLE VII

By-Laws

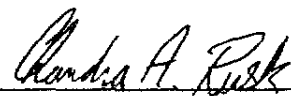
The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the bylaws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 20th day of December, 2004.



Chandra A. Rusk, Incorporator

APPROVED
AND
FILED

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, KidCARE Medical Television Network, Inc. desiring to organize under the laws of the State of Florida, hereby designates Chandra A. Rusk, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1419 East Jean Street, Tampa, Florida 33604 as the business office of its Registered Agent, as its Registered Office.

KidCARE Medical Television Network, Inc.

By: Chandra A. Rusk
Chandra A. Rusk

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

Chandra A. Rusk
Chandra A. Rusk