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ARTICLES OF INCORPORATION
OF

APPROVED
AND
FILED
05 JAN 27 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEDICAL RESOURCES INTERNATIONAL, INCORPORATED

I, the undersigned, being of full age, do hereby, for the purpose of forming and organizing a corporation for profit under the provisions of the Corporation Laws of the State of Florida, adopt and declare the following Articles of Incorporation that cover the existence and organization of the corporation.

ARTICLE I - NAME

The name of this corporation is: **Medical Resources International, Incorporated.**

ARTICLE II - PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of the Corporation are:

2185 Pebble Beach Boulevard
Orlando, Florida 32826

ARTICLE III - CORPORATE DURATION

The existence of this corporation shall begin upon the filing with the Secretary of State's office; and thereafter, the existence of this corporation shall be perpetual.

ARTICLE IV - PURPOSE

The general nature of the business to be transacted by this Corporation, or the objects or purposes of the Corporation shall be as follows:

- a. To design, develop, and operate medical communities; and to provide humanitarian services to third world countries, and The United States.
- b. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act; or to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
- c. To own real and personal property necessary for the rendering of the above services.
- d. To do such other things as are incidental to the above or are necessary or desirable in order to accomplish the above.

ARTICLE V - CAPITALIZATION

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall be without par value. Each stockholder shall offer to the Corporation or to the other stockholders of the Corporation a ninety (90) day "first refusal" option to purchase his stock, should he elect to sell his stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent, and the street address of the initial registered agent and the registered office of this corporation are:

Howard O. Havens
2185 Pebble Beach Boulevard
Orlando, Florida 32826

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the Corporation's initial board of directors is one (1). The name and address of the person who is to serve as the initial member of the Board of Directors is:

Gabriell Somesann
8015 NE 118th Avenue
Portland, Oregon 97222

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws that are not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the shareholders of the Corporation.

ARTICLE X - INCORPORATOR

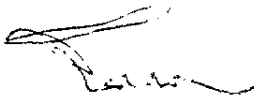
The name and address of the Incorporator are:

Gabriell Somesann
8015 NE 118th Avenue
Portland, Oregon 97222

IN WITNESS WHEREOF, the undersigned Incorporator executed these

22

Articles of Incorporation, this _____ day of January, 2005.



Gabriell Somesann

APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT and REGISTERED OFFICE**

05 JAN 27 PM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTES Section 607.0501 or FLORIDA STATUTES Section 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Corporation is: **Medical Resources International, Incorporated.**
2. The name and address of the registered agent and the registered office are:

Howard O. Havens
2185 Pebble Beach Boulevard
Orlando, Florida 32826

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.


Howard O. Havens