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FROM: RICHARD EHMANN, P.A.

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To:

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From:

Account Name : JEFFREY G. KLEIN, P.A.
Account Number : I20050000039
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FLORIDA PROFIT/NON PROFIT CORPORATION

MEDELIA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
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**ARTICLES OF INCORPORATION
OF
MEDELIA, INC.**

The undersigned incorporator, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act:

Article I. Name

The name of the corporation (the "Corporation") shall be **MEDELIA INC.**

Article II. Principal Office and Mailing Address

The principal office and mailing address of the Corporation shall be:

2029 Taft Street
Hollywood, Florida 33020

Article III. Nature of Corporate Business and Powers

The general nature of the business to be transacted by this Corporation shall be to engage or transact in any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

Article IV. Capital Stock

4.1 **Authorized Shares:** The total number of shares of capital stock that the Corporation has the authority to issue is 60,000,000 (60 million) shares; consisting of 50,000,000 (50 million) shares of common stock \$.001 par value and 10,000,000 (ten million) shares of preferred stock, \$.001 par value.

4.2 **Rights for Preferred Shares:** The board of directors is expressly authorized to adopt, from time to time, a resolution, or resolutions providing shares in each such series and to fix the designations and powers, preferences and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of each such series.

4.3 **Series A Convertible Preferred Shares.** Rights of Holders of our Series A Convertible Preferred Shares:

The Company is authorized to issue 5,000,000 (five million shares) shares of Series A Convertible Preferred Shares. Holders of our Series A Convertible Preferred Shares shall be entitled to receive a cumulative dividend at a rate of 8.0% per year, payable annually, in cash or shares of the Company's common stock at the Company's election. Each share of Series A Convertible Preferred Stock is convertible into two shares of the Company's common stock at the conversion rate of \$.50 per share.

4.4 **Series B Convertible Preferred Shares.** Rights of Holders of our Series B Convertible Preferred Shares:

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The Company is hereby authorized to issue 1,000,000 (one million) shares of Series B Preferred Shares with the following rights and preferences:

- (a) Each holder of the Series B Preferred Shares shall be entitled to fifty votes per share for each Series A Preferred Share beneficially owned on all matters brought to a vote of the holders of the Common Stock.
- (b) Holders of Series A Preferred Shares shall have no economic interest in the Company.

4.3 Denial of Preemptive Rights: No holder of any shares of the Corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the board of directors in its discretion may determine) to purchase or subscribe for any additional issues of shares of the Corporation of any class now or in the future authorized.

Article V. Registered Office and Agent

The street address of the Corporation's initial registered office and the registered agent for the Corporation at that address are:

Jeffrey G. Klein
2600 North Military Trail
Suite 270
Boca Raton, Florida 33431

Article VI. Incorporator

The name and street address of the incorporator to these Articles of Incorporation are:

Jeffrey G. Klein
2600 North Military Trail
Suite 270
Boca Raton, Florida 33431

Article VII. Term of Existence

This duration of the Corporation shall be perpetual.

Article VIII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin upon the filing of these Articles of Incorporation.

Article IX. Initial Director

This Corporation shall have one (1) Director initially.

Article X. Initial Director

The name and address of the initial Director of this Corporation is:

**Delia Passi
2029 Taft Street
Hollywood, FL 33020**

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until her successor is elected or appointed and has qualified, whichever occurs first.

Article XI. Indemnification


11.1 The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, incorporator employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

11.2 The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph 11.1 above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph 11.1 above.

ARTICLE XII Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Section 607.0901 of the Florida Business Corporation Act, as amended from time to time relating to affiliated transactions.

The undersigned incorporator executed these Articles of Incorporation on November 14, 2007.


Jeffrey G. Klein

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.

CORPORATION

The name of the corporation is: **MEDELIA, INC.**

REGISTERED AGENT/OFFICE

The name and address of the registered agent and office is:

Jeffrey G. Klein
2600 North Military Trail
Suite 270
Boca Raton, Florida 33431

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 the registered agent position.



Jeffrey G. Klein / Registered Agent

Date: November 14, 2007

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