

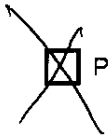
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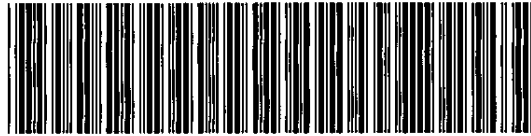
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DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C&I-24

Noreen Fenner

Requester's Name

200 W. College, Ste 311B

Address

TLH, FL 32301

681-1029

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Virtual Health Solutions, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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NEW FILINGS

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

CR2E031(7/97)

681-1029

Martha

**ARTICLES OF INCORPORATION
OF
VIRTUAL HEALTH SOLUTIONS, INC.**

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2008 JAN 23 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act (the "Act"), adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **Virtual Health Solutions, Inc.**

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - PURPOSES

The purposes for which the corporation is organized shall be to: (a) create, market, and otherwise commercialize remote diagnostic and other healthcare products and services; and, (b) manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Act, as the same may be, from time to time, amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock which the corporation is authorized to have outstanding is Ten Million (10,000,000) shares, One Million (1,000,000) of which shall be designated as Voting Common Shares with a par value of one cent (\$0.01) per share, and Nine Million (9,000,000) of which shall be designated as Non-Voting Common Shares with a par value of one cent (\$0.01) per share. The rights, privileges, and powers in respect of distributions, upon liquidation, and otherwise, of the Voting Common Shares and the Non-Voting Common Shares shall be identical in all respects, except that the Non-Voting Shares shall not have the right to vote

in the election of directors or otherwise unless and only to the extent voting rights therefor are mandated by the Act as the same may be amended from time to time.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of the corporation in the state of Florida is 163 E. Morse Boulevard, Suite 200, Winter Park, Florida 32789. The name of the initial registered agent of the corporation at such address is Joseph R. Panzl, Esq.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Joseph R. Panzl	163 E. Morse Boulevard Suite 200 Winter Park, FL 32789

ARTICLE VII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE VIII - PRINCIPAL OFFICE

The initial principal office of the corporation in the state of Florida is 1601 East Amelia Street, Orlando, Florida 32803.

ARTICLE IX - AFFILIATED TRANSACTIONS AND CONTROL SHARE ACQUISITIONS

The corporation elects not to be governed by the provisions of §607.0901 or §607.0902 of the Act.

ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Winter Park, Florida, this 22nd day of January, 2008.

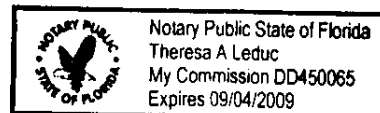
Joseph R. Panzl
JOSEPH R. PANZL, ESQ., Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 22nd day of January, 2008, by **JOSEPH R. PANZL, ESQ.**, as incorporator, who is personally known to me.

Theresa A. Leduc
NOTARY PUBLIC



ACCEPTANCE BY REGISTERED AGENT

The undersigned, **JOSEPH R. PANZL, ESQ.**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

Joseph R. Panzl
JOSEPH R. PANZL, ESQ.

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TALLAHASSEE, FLORIDA