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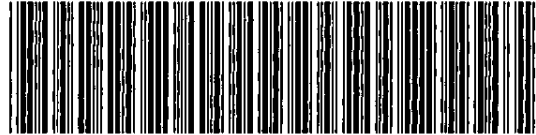
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TALLAHASSEE, FLORIDA

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08-44555

BRASHEAR, MARSH, KURDZIEL & McCARTY PL

C o u n s e l o r s A t L a w

926 N.W. 13TH STREET
GAINESVILLE, FL 32601-4140
TELEPHONE: 352/336-0800
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BRUCE BRASHEAR, JD
LARRY D. MARSH, JD, LL.M.*
REBEKAH M. KURDZIEL, JD, LL.M.
JAMES H. "MAC" McCARTY, JR., JD, MBA

*Florida Bar Board Certified Tax Lawyer

September 23, 2008

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Medical Partners of America, Inc.

To Whom It May Concern:

Please find the original and one (1) copy of the Articles of Incorporation for Medical Partners of America, Inc. Also enclosed is an Affidavit of Medical Network Providers, Inc., f/k/a Medical Partners of America, Inc., a Delaware corporation, irrevocably abandoning the use of its former name and consenting to the use of said former name by another Florida for-profit corporation.

Also enclosed is our check in the amount of \$87.50 representing the following:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy of Articles of Incorporation	8.75
Certificate of Status	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return it to this office using the enclosed self-addressed, stamped envelope. Please call my office if you have any questions.

Sincerely,
BRASHEAR, MARSH,
KURDZIEL & McCARTY, PL


Rebekah M. Kurdziel, Esq.

RMK/sj

Enclosures

AFFIDAVIT

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STATE OF FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COUNTY OF ST. JOHNS

BEFORE ME, the foregoing authority, personally appeared Cary H. Smith, who after being duly sworn, deposes and says as follows:

1. My name is Cary H. Smith and I am President of Medical Partners of America, Inc. and as such I have knowledge of the facts stated herein.

2. On 10 September, 2008, Medical Partners of America, Inc., a Delaware for profit corporation, filed a Certificate of Amendment of Certificate of Incorporation with the State of Delaware to change its name to Medical Network Providers, Inc.

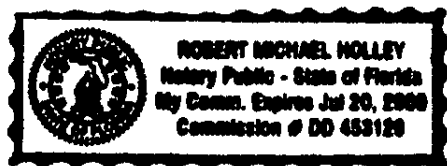
3. On 18 September, 2008, Medical Partners of America, Inc. filed a Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida with the State of Florida to change its name to Medical Network Providers, Inc.

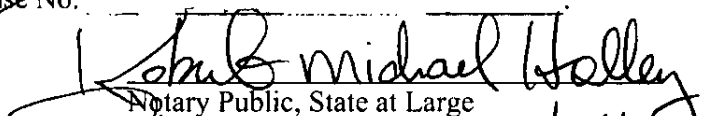
4. Medical Partners of America, Inc., having changed its name to Medical Network Providers, Inc., now irrevocably abandons the use of its former name, Medical Partners of America, Inc., and consents to the use of said former name by another Florida for-profit corporation.

FURTHER Affiant sayeth not.


By: Cary H. Smith
Title: President

SWORN TO AND SUBSCRIBED before me this 10th day of September, 2008, by Cary H. Smith, who is personally known to me or who has produced Florida Driver License No. _____




Notary Public, State at Large
Robert Michael Holley
Printed Name
My Commission Expires: 7/20/2008

**ARTICLES OF INCORPORATION
OF
MEDICAL PARTNERS OF AMERICA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is Medical Partners of America, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 822 Highway A1A North, Suite 310, Ponte Vedra Beach, Florida 32082.

**ARTICLE III
DURATION**

The period of duration of this Corporation shall be perpetual, commencing on the date filed with and accepted by the State of Florida.

**ARTICLE IV
PURPOSE**

The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000,000 shares of \$.00001 par value common stock.

**ARTICLE VI
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 822 Highway A1A North, Suite 310, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this Corporation is Fallon Clements.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have four (4) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Richard Willich
822 Highway A1A North, Suite 310
Ponte Vedra Beach, FL 32082

Theodore Willich
822 Highway A1A North, Suite 310
Ponte Vedra Beach, FL 32082

Fallon Clements
822 Highway A1A North, Suite 310
Ponte Vedra Beach, FL 32082

Daniel Stoll
822 Highway A1A North, Suite 310
Ponte Vedra Beach, FL 32082

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles is Richard Willich.

822 Highway A1A North, Suite 310
Ponte Vedra Beach, FL 32082

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of September, 2008.

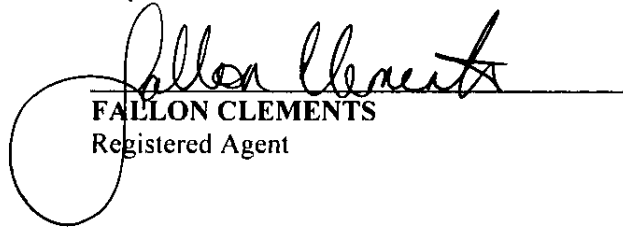


RICHARD WILlich
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MEDICAL PARTNERS OF AMERICA, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 10 day of September, 2008.


FALLON CLEMENTS
Registered Agent

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TALLAHASSEE, FLORIDA