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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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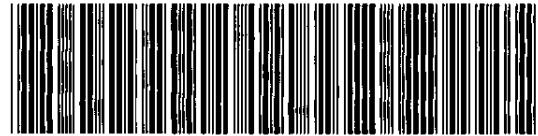
(Business Entity Name)

(Document Number)

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2009 MAY - 6 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
MAY - 7 2009
EXAMINER



ONE FINANCIAL CENTER
100 S.E. THIRD AVENUE, 8TH FLOOR
FORT LAUDERDALE, FL 33394
P.O. BOX 9748
FORT LAUDERDALE, FL 33310-9748
954.759.2743 DIRECT
954.462.4150 MAIN
954.462.4260 FAX
jrrouleau@ralaw.com

May 4, 2009

Via Federal Express

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: MedX Systems, Inc.

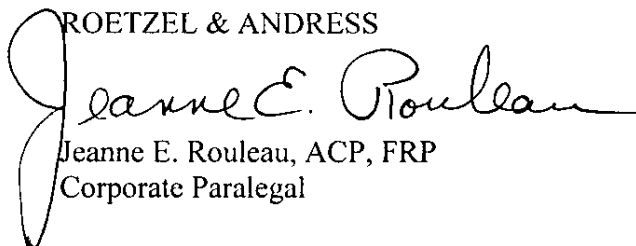
Dear Sir/Madam:

Enclosed are (1) a Certificate of Conversion and Articles of Incorporation converting MedX Systems, LLC, a Florida limited liability company, into a MedX Systems, Inc., a Florida profit corporation in accordance with s. 607.1115, F.S; and (2) our firm's check in the amount of \$113.75 (filing fees and certified copy) to cover the requisite fees.

Please return the certified copy of this filing to me in the enclosed pre-paid Federal Express envelope.

If I may be of any further assistance, please feel free to give me a call at 954-759-2743 or e-mail me at jrrouleau@ralaw.com.

Very truly yours,

ROETZEL & ADDRESS

Jeanne E. Rouleau, ACP, FRP
Corporate Paralegal

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
of
MedX Systems, LLC, a Florida limited liability Company
Into
MedX Systems, Inc.

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert MedX Systems, LLC into a Florida profit corporation in accordance with Section 607.1115 of the Florida Business Corporation Act, and Section 608.4403 of the Florida Limited Liability Company Act.

1. The name, jurisdiction, date of organization, and document number of the converting limited liability company (the "Converting LLC") is:

MedX Systems, LLC
a Florida limited liability company
Organized May 29, 2008
Document Number L08000053734
2. The name of the surviving corporation (the "Surviving Corporation"), as set forth in the attached Articles of Incorporation, is MedX Systems, Inc.
3. The Agreement and Plan of Conversion executed by the Converting LLC and the Surviving Corporation meets the requirements of the Florida Business Corporation Act, the Florida Limited Liability Company Act, and applicable law.
4. The terms and conditions of the Agreement and Plan of Conversion, and the attached Articles of Incorporation, were authorized and approved pursuant to the requirements of the Florida Limited Liability Company Act by the written consent of the sole manager and sole member of the Converting LLC, on April 28, 2009.
5. The Surviving Corporation has agreed to pay any members of the Converting LLC that have appraisal rights the amount to which such members are entitled under Sections 608.4351 – 608.43595 of the Florida Limited Liability Company Act.
6. The address of the principal office of the Surviving Corporation is 1030 N. Orange Avenue, Suite 105, Orlando, Florida 32801.
7. The effective date of this Certificate of Conversion is the date of filing.

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MedX Systems, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: 

Mark Szporka, Chief Financial Officer

MedX Systems, LLC

By: 

Mark Szporka, Manager

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2009 MAY -6 PM 3: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MedX Systems, Inc.**

The undersigned, being a natural person competent to contract, does make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I – NAME

The name of the Corporation is **MedX Systems, Inc.**

ARTICLE II – DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III – PURPOSE

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1030 N. Orange Avenue, Suite 105, Orlando, FL 32801.

ARTICLE V – CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be (i) One Hundred Million (100,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock") and Ten Million (10,000,000) shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock"). The Board of Directors of the Company is authorized, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

ARTICLE VI – REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 100 SE 3rd Avenue, 8th Floor, Fort Lauderdale, FL 33394. The name of the Corporation's registered agent at that office is R & A Agents, Inc., Clint J. Gage, Assistant Secretary.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII – INITIAL DIRECTORS

This Corporation shall have two (2) directors initially. Provided that the corporation has at least one director, the number of directors may at any time be increased or decreased to a maximum of nine (9) as provided in the bylaws. The name and address of the initial directors shall be:

Mark Szporka, 1030 N. Orange Avenue, Suite 105, Orlando, FL 32801
Randy Lubinsky, 1030 N. Orange Avenue, Suite 105, Orlando, FL 32801

ARTICLE VIII – OFFICERS

The initial officers of the Corporation, who shall serve in the capacities set forth opposite their names shall be:

Randy Lubinsky	Chief Executive Officer
Mark Szporka	Chief Financial Officer

ARTICLE IX – INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Mark Szporka.

ARTICLE X – AFFILIATED TRANSACTIONS

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

ARTICLE XI – CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE XII – INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director to the full extent now or hereafter permitted by law.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R & A Agents, Inc.
Registered Agent

By:


Clint J. Gage, Assistant Secretary

April 29, 2009

Date


Mark Szporka, Incorporator

April 29, 2009

Date