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FLORIDA PROFIT/NON PROFIT CORPORATION

MDiTV, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
MD:TV, INC.**

The undersigned incorporator, hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purposes of forming a corporation for profit in accordance with the Florida Business Corporation Act and the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation created hereby shall be MD:TV, Inc. (the "Corporation").

ARTICLE II

Duration and Existence

The existence of the Corporation shall commence on June 23, 2009, and thereafter the existence of the Corporation shall be perpetual.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the Corporation shall be ten million (10,000,000) shares having a par value of \$.01 per share. Each share of said capital stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Corporation's board of directors at a meeting called for such purposes. All capital stock then issued shall be paid for and shall be nonassessable. The Corporation does not elect to have preemptive rights.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 315 South Hyde Park Avenue, Tampa, Florida 33606, and the name of the initial registered agent of the Corporation at that address is Christopher H. Norman.

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ARTICLE V
Purposes and Powers

The Corporation's business activities shall include all lawful activities. The Corporation shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including without limitation, all powers permitted by the Florida Business Corporation Act, and the following powers:

(a) To operate and manage a multi-media health care information network for medical patients and physicians.

(b) To sue and be sued, complain, and defend in its corporate name.

(c) To have a corporate seal, which may be altered at will, and to use the corporate seal or a facsimile thereof, by impressing it, affixing it, or in any other manner reproducing it.

(d) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the Corporation's property.

(f) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statutes Section 607.0833.

(g) To purchase, receive, subscribe for, otherwise acquire, own, hold, use sell, mortgage, lend, pledge, otherwise dispose of, deal in, and deal with, shares or other interests in, or obligations of, any other entity.

(h) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), and to secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income, and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of an entity of which the Corporation owns a majority of the issued and outstanding ownership interests.

(i) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for re payment.

(j) To conduct its business, locate offices, and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

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(k) To elect directors and appoint officers, employees, and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit.

(l) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business that will aid governmental policy.

(o) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the Corporation.

(p) To pay pensions and establish pension plans, profit sharing plans, defined benefit retirement plans, defined contribution plans, stock bonus plans, stock option plans, and other benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents, and for any and all of the current or former directors, officers, employees, and agents of its subsidiaries.

(q) To be a promoter, incorporator, partner, member, owner, associate or manager of any corporation, partnership, joint venture, trust, limited liability company, or other entity.

(r) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at that stockholder's death capital stock in the Corporation owned by that stockholder, that stockholder's spouse, or that stockholder's children.

(s) To carry on any other business in connection with the foregoing, to have and to exercise all powers conferred by the laws of the State of Florida and any amendments thereto, and to do any and all things and to exercise all powers necessary, advisable, or convenient to achieve its purposes and objectives.

ARTICLE VI

Principal Office and Mailing Address

The street address of the principal office of the Corporation shall be 15619 Premiere Drive, Suite 204, Tampa, Florida 33624, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida. The initial mailing address of the Corporation shall be 6006 49th Street North, Suite 310, St. Petersburg, Florida 33709, but the Corporation shall have the power to change its mailing address at any time.

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ARTICLE VII
Board of Directors and Officers

The Corporation shall have a board of directors which shall consist of not less than one (1) individual and not more than fifteen (15) individuals, the exact number to be fixed by the Corporation's bylaws. A quorum for the transaction of business by the board of directors, the qualifications for directors, the conditions (if any) for removal of directors, and the conduct of meetings of the board of directors shall be specified in the Corporation's bylaws. The Corporation shall have the officers prescribed in its bylaws, or appointed by its board of directors in accordance with the Corporation's bylaws.

ARTICLE VIII
Incorporator

The name and address of the incorporator are: Christopher H. Norman, 315 South Hyde Park Avenue, Tampa, Florida 33606.

ARTICLE IX
Bylaws

The Corporation's board of directors shall adopt the bylaws for the Corporation. The Corporation's board of directors may amend or repeal the Corporation's bylaws. Any bylaw adopted, amended, or repealed by the Corporation's board of directors may be repealed, further amended, or reinstated by the Corporation's stockholders who own (directly or indirectly) more than fifty percent (50%) of the Corporation's issued and outstanding capital stock. The Corporation's bylaws shall provide for the government of the Corporation. The Corporation's bylaws may contain any provision for managing the business of, and regulating the affairs of, the Corporation, that is not inconsistent with these Articles of Incorporation or applicable law.

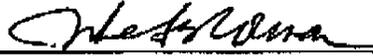
ARTICLE X
Amendment of Articles of Incorporation

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter permitted by the laws of the State of Florida. A stockholder of the Corporation does not have a vested property right resulting from any provision in these Articles of Incorporation.

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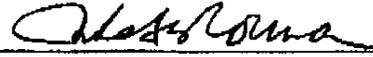
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes stated herein.



Christopher H. Norman

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for MD/TV, Inc., at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Christopher H. Norman

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