

P93000022580

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 16 AM 11:01

Jim Scutti, P.A.
Law Office
980 North Federal Highway, Suite 434
Boca Raton, Florida 33432

Jim Scutti

January 12, 2001

Telephone: (561) 750-1391
Telefax: (561) 347-0828
E-mail: scutti@msn.com
Web: www.lawyers.com/scutti

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800003538588--1
-01/16/01--01114--003
*****43.75 *****43.75

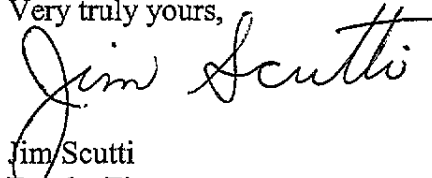
Re: MediForce, Inc. Restated Articles of Incorporation

Dear Madam or Sir:

Enclosed is an original and one copy of the Restated Articles of Incorporation of MediForce, Inc. and a check for \$43.75 to pay for the filing fee and a certified copy.

Please send the certified copy to me at the above address.

Very truly yours,



Jim Scutti
For the Firm

JS/ig
Encl.

cc: Wilma Cox, MediForce, Inc.

Restated Art.

V. SHEPARD JAN 19 2001

**RESTATED ARTICLES OF INCORPORATION
OF
MEDIFORCE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 16 AM 11:01

Pursuant to the provisions of section 607.1007, Florida Statutes, this Florida profit corporation adopts the following Restated Articles of Incorporation:

Article I - Name

The name of this corporation is MediForce, Inc.

Article II - Principal Office and Mailing Address

The principal office and mailing address of the corporation is 10138 Lexington Estates Boulevard, Boca Raton, Florida 33428.

Article III - Authorized Shares

The maximum number of shares of capital stock which the corporation shall have the authority to issue and have outstanding at any one time shall be 160,000,000, which are to be divided into two classes, as follows:

- (a) 100,000,000 shares of common stock with no par value; and
- (b) 60,000,000 shares of preferred stock with no par value. The preferred stock may be issued from time to time, with such designations, preferences, participating, optional or other rights, qualifications, limitations or restrictions to be stated and expressed in the resolution or resolutions providing for the issuance of the preferred stock adopted by the Board of Directors pursuant to the authority given in this paragraph.

Article IV - Registered Office and Agent

The name and street address of the registered agent and office of this corporation is Michael F. Cox, 10138 Lexington Estates Boulevard, Boca Raton, Florida 33428.

Article V - Incorporator

The name and address of the Incorporator is Wilma Cox, 10138 Lexington Estates Boulevard, Boca Raton, Florida 33428.

Article VI - Purpose

The purpose of this corporation is to transact any and all lawful business.

Article VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article VIII - Indemnification

The corporation shall indemnify its officers, directors and authorized agents or any former officer, director or authorized agent, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

Article IX - Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901, Florida Statutes, the affiliated transactions provisions of the Florida Business Corporations Act.

Article X - Control Share Acquisitions

This corporation expressly elects not to be governed by Section 607.0902, Florida Statutes, the control share acquisition provisions of the Florida Business Corporations Act.

Article XI - Effective Date

The effective date of these restated Articles shall be the date of execution and acknowledgement of them.

The Restated Articles of Incorporation were adopted on January 6, 2001.

The Restated Articles of Incorporation were approved by the shareholders. The number of votes cast for the Restated Articles was sufficient for approval.

Signed this 6TH day of January, 2001.

Wilma Cox Pres.
Wilma Cox, as its President

Registered Agent's Acceptance

I, Michael F. Cox, accept the appointment as registered agent of MediForce, Inc. I am familiar with and accept the obligations of the position.

Michael F. Cox
Michael F. Cox, Registered Agent