

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32314
904-222-9171
904-222-0393 FAX

800-342-8086

P95000014893

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 546790 4656A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

FILED
95 FEB 22 PM 1:30
STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 22, 1995

000001412590

ORDER TIME : 10:08 AM

ORDER NO. : 546790

CUSTOMER NO: 4656A

NEED TODAY

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

P95000014893

NAME: INTERNATIONAL TELEMEDICINE
ASSOCIATES, INC.

RECEIVED
95 FEB 22 PM 1:15
DIVISION OF CORPORATIONS

XXXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
XXXXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

Pr
2-22-95
02/A

GREENBERG

ATTORNEYS AT LAW

TRAURIG

Leonard J. Adler
Fernando C. Alonso
Cesar L. Alvarez
Liliana Armas
Daniel H. Aronson
David C. Ashburn
Charles M. Auslander
David T. Azrin
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Norman J. Benford
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Bridget Berry
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Elvira A. Escobano
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Jorge L. Freeland
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Robert C. Gang
Richard G. Garrett
Brian K. Gert
David J. George
Jeffrey Gilbert
Laurie L. Gildan
Bruce H. Giles-Klein
Richard J. Giusto
Lawrence Godofsky
Joel K. Goldman
Steven E. Goldman
Joseph G. Goldstein

Steven S. Goodman
Matthew B. Gordon
Dianne Greenberg
Melvin N. Greenberg
Robert L. Grossman
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Paige A. Harper
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Kenneth C. Hoffman
Larry J. Hoffman
Kenneth A. Hurky
Gerald J. Houbhan
Andrew Hulsh
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Keith A. James
Martin Kalb
Steven M. Katzman
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Steven J. Kravitz
J. D. Boone Kurrsteiner
Christopher L. Kuznet
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T. Wayne Davis, of Counsel
Arnold J. Hoffman, of Counsel
Patrick T. O'Brien, of Counsel
Allan Salavin, of Counsel
Paul E. Shapiro, of Counsel
Craig E. Stein, of Counsel
Marc M. Watson, of Counsel
Zachary H. Wolff, Retired

Elizabeth C. Galvin, L.A.
305-789-5449

February 21, 1995

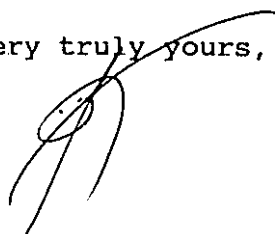
Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: INTERNATIONAL TELEMEDICINE ASSOCIATES, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



**ARTICLES OF INCORPORATION
OF
INTERNATIONAL TELEMEDICINE ASSOCIATES, INC.**

FILED
95 FEB 22 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **INTERNATIONAL TELEMEDICINE ASSOCIATES, INC.**, (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Thomas Weiss, M.D., 1680 Michigan Avenue, Suite 816, Miami Beach, FL 33139.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1680 Michigan Avenue, City of Miami Beach, County of Dade, State of Florida 33139, and the name of its initial registered agent at such office is **Thomas Weiss, M.D.**

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

THOMAS WEISS, M.D.
1680 Michigan Avenue - Suite 816
Miami Beach, FL 33139

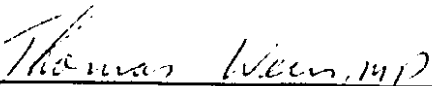
ARTICLE VII

The name of the Incorporator is Thomas Weiss, M.D. and the address of the Incorporator is 1680 Michigan Avenue, Suite 816, Miami Beach, FL 33139.

ARTICLE VIII

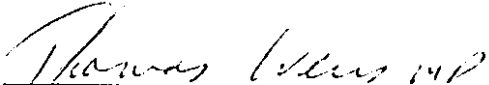
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12th day of February, 1995.


THOMAS WEISS, M.D. - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of INTERNATIONAL TELEMEDICINE ASSOCIATES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


THOMAS WEISS, M.D. - Registered Agent

Dated: February 12, 1995.

P 9500014893
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96 JAN 10 PM 12:18
DIVISION OF CORPORATION

96 JAN 10 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 797643 4303929

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pizzuto

ORDER DATE : January 10, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 797643

000001684820

CUSTOMER NO: 4303929

CUSTOMER: Elizabeth Galvin, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: INTERNATIONAL TELEMEDICINE
ASSOCIATES, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

N. HENDRICKS JAN 10 1996

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
INTERNATIONAL TELEMEDICINE ASSOCIATES, INC.**

FILED

96 JAN 10 PM 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **INTERNATIONAL TELEMEDICINE ASSOCIATES, INC.** (the "Corporation"), under **CHARTER #P95000014893**, filed on February 22, 1995.

2. The following amendment of the Articles of Incorporation was adopted by the Sole Shareholder (the number of votes cast being sufficient for approval) and Sole Director of the Corporation on the 30 day of December, 1995, in the manner prescribed by §607.1003 of the Florida Business Corporation Act:

RESOLVED, that Article I of the Articles of Incorporation be, and it hereby is amended to read as follows:

"ARTICLE I


The name of the Corporation shall be: **WHITE RESOURCES, INC.**"

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. This Amendment made to the Articles of Incorporation was duly adopted by written consent executed by the Sole Shareholder and the Sole Director of the Corporation as of December 30, 1995, pursuant to the Florida Business Corporation Act (1995).

**INTERNATIONAL TELEMEDICINE ASSOCIATES,
INC., a Florida corporation**

BY:


THOMAS WEISS, M.D., President

WRITTEN CONSENT TO CORPORATE ACTION
BY THE SOLE SHAREHOLDER AND THE SOLE DIRECTOR OF
INTERNATIONAL TELEMEDICINE ASSOCIATES, INC.

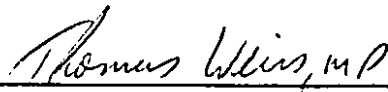
The undersigned, being the Sole Shareholder and Sole Director of INTERNATIONAL TELEMEDICINE ASSOCIATES, INC. (the "Corporation"), organized and existing under the laws of the State of Florida, do hereby agree that when the undersigned have executed this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given. The following resolutions are hereby adopted as of the 30 day of December, 1995

RESOLVED, that the Corporation's Articles of Incorporation shall be amended as reflected in the Articles of Amendment to the Articles of Incorporation, a copy of which is attached hereto and made a part hereof; and it is

FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to execute the Articles of Amendment to the Articles of Incorporation and to file same with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned being the Sole Shareholder and Sole Director has executed the foregoing Corporate Action for the purposes herein expressed this 30 day of December, 1995.

SHAREHOLDER & DIRECTOR:



THOMAS WEISS, M.D.