

P96000015629
TRANSMITTAL LETTER

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

SUBJECT: CYBERMEDICAL, INC.
(Proposed corporate name - must include suffix)

900001716989
-02/16/96--01053--004
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

JIM PRITULA

Name (printed or typed)

810 SATURN ST #16-222

Address

JUPITER, FL 33477

City, State & Zip

(407) 746-7300

Daytime Telephone number

RETURN TO:

TALLAHASSEE, FLORIDA

FEB 16 AM 11:53

SN FEB 20 1996

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

CYBERMEDICAL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be CYBERMEDICAL, INC.

ARTICLE II

Duration

The term of existence of the Corporation shall be perpetually.

ARTICLE III

Principal Office

The address of the principal office of this Corporation is 900 US Highway One, Suite 100, Jupiter, Florida 33477 and the mailing address is the same.

ARTICLE IV

Corporate Purposes, Powers and Rights

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida.

ARTICLE V

Capital Stock

1. The maximum number of shares of capital stock which the Corporation has the authority to issue is 100,000,000 shares of Common Stock, each share having no par value each, which shares shall be designated "Common Stock"; and 10,000,000 shares of no par value each, which shares shall be designated "Preferred Stock" which may be issued in one or more series at the discretion of the Board of Directors.

2. The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

3. The Board of Directors of the Corporation may by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VI

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of

Florida, and all rights conferred upon shareholders herein or any amendment hereto are granted subject to this reservation.

ARTICLE VII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE VIII

Indemnification

The Corporation shall indemnify any present or former incorporator, employee, agent, officer or director to the full extent permitted by law.

ARTICLE IX

Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE X

Board of Directors

The number of members of the Board of Directors may be increased or decreased from time to time by the bylaws, but there shall never be less than one.

ARTICLE XI

Initial Board of Directors

The name and address of the member of the first Board of Directors is: James S. Pritula, 900 US Highway One, Suite 108, Jupiter, Florida 33477.

ARTICLE XII

Registered Office and Registered Agent

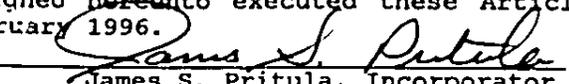
The initial address of the registered office of this Corporation is 900 US Highway One, Suite 108, Jupiter, Florida 33477. The name and address of the registered agent of this Corporation is James S. Pritula, 900 US Highway One, Suite 108, Jupiter, Florida 33477.

ARTICLE XIII

Incorporator

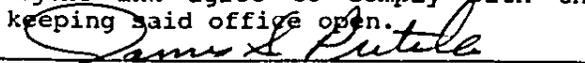
The name and address of the incorporator of this Corporation is James S. Pritula, 900 US Highway One, Suite 108, Jupiter, Florida 33477.

IN WITNESS WHEREOF, the undersigned hereunto executed these Articles of Incorporation this 15th day of February 1996.


James S. Pritula, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity of Registered Agent and agree to comply with the provision of said statute relative in keeping said office open.


James S. Pritula



CyberMedical, Inc.
900 U.S. Hwy. 1, Suite 10B
Jupiter, Florida 33477
(407) 747-0212
FAX (407) 744-0073

PA6000015629

July 8, 1996

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Please send a copy of the filed Amendment to Articles to the address above.

Thank you,

Sincerely,

James Pritula

200001894792
-07/16/96--01115--008
*****35.00 *****35.00

CM
PA6000015629
Amend
7-16-96

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CYBERMEDICAL, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE V - by deleting the same in its entirety and substituting the following:

ARTICLE V

Capital Stock

1. The maximum number of shares of capital stock which the Corporation has the authority to issue is 100,000,000 shares of Common Stock, each share having \$.00001 par value each, which shares shall be designated "Common Stock"; and 10,000,000 shares of \$10.00 par value each, which shares shall be designated "Preferred Stock" which may be issued in one or more series at the discretion of the Board of Directors.

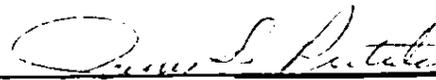
2. The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

3. The Board of Directors of the Corporation may by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

SECOND: The date of each amendments adoption: March 15, 1996

This amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned hereunto executed these Articles of Incorporation this 15th day of March 1996.



James S. Pritula, Director