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11/06/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000015696 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL, INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: TOO YOUR HEALTH MEDICAL VIDEO PRODUCTIONS, I
AUDIT NUMBER.....H96000015696
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$78.75

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65 NOV -7 12:10:59

TALLAHASSEE, FLORIDA

996-A-51104

11-7-96
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Articles of Incorporation
of
Too Your Health Medical Video Productions, Inc.

Article I. Name

The name of this Florida corporation is:
Too Your Health Medical Video Productions, Inc.

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Article II. Address

The mailing address of the Corporation is:
Too Your Health Medical Video Productions, Inc.
126 Sevilla Avenue
Royal Palm Beach FL 33411

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Ralph Nickerson
126 Sevilla Avenue
Royal Palm Beach FL 33411

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Ralph Nickerson

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective

The authorized representative of the incorporator executed these Articles of Incorporation on November 6, 1996

Corporate Creations International Inc.

By: 

Brian R. Fons Vice President

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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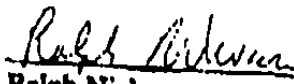
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Too Your Health Medical Video Productions, Inc.

REGISTERED AGENT:
Ralph Nickerson
126 Sevilla Avenue
Royal Palm Beach FL 33411

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STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Ralph Nickerson

Date: November 6, 1996

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0886

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11/18/96

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0606 FAX #: (305)672-9110
NAME: TOO YOUR HEALTH MEDICAL VIDEO PRODUCTIONS, I
AUDIT NUMBER.....H96000016227
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
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EST.CHARGE.. \$35.00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1996

TOO YOUR HEALTH MEDICAL VIDEO PRODUCTIONS, INC.
126 SEVILLA AVE.
ROYAL PALM BEACH, FL 33411

SUBJECT: TOO YOUR HEALTH MEDICAL VIDEO PRODUCTIONS, INC.
REF: P96000091427

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If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H96000016227
Letter Number: 396A00055175 .

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**Articles of Amendment
Changing Corporate Name From
Too Your Health Medical Video Productions, Inc.
to
To Your Health Medical Video Productions, Inc.**

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Article I. Name

The name of this Florida corporation is Too Your Health Medical Video Productions, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Too Your Health Medical Video Productions, Inc. to To Your Health Medical Video Productions, Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on November 18, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned representative of the Corporation executed these Articles of Amendment on December 9, 1996.

Too Your Health Medical Video Productions,
Inc.

By: Ralph Nickerson

Ralph Nickerson, President

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0666

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