

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222 1222

NAME _____
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PHONE () _____

Service: top priority _____ Regular _____
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to us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fed \$ _____ Our \$ _____

NE: International Medical
Resources, Inc

32575
 Cont. Copy(s) _____
 Art. of Inc. _____
 Corp. Record _____
 Id. Partnership _____
 Foreign _____
 (Cont. Copy(s)) _____

Art. of Amend. _____
 Dissolution/Withdrawal _____
 C/O's _____
 Filings Name _____

Name Reservation _____
 Annual Report/Statement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate K11 _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

Ucc 1 and 3 _____
 Ucc 11 Search _____
 Ucc 11 Retrieval _____
 File No. & _____ Copies _____
 Certified Service _____
 Shipping/Retrieving _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ bgs.

SUBTOTALS _____

Fee _____ \$
 Disbursements _____ \$
 Substantial _____ \$
 Tax on corporate supplies _____ \$
 Subtotal _____ \$
 Prepaid _____ \$
 Balance due _____ \$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum

Request _____
 Date _____
 Title _____
 By _____

WALK IN
 Will Pick Up _____

RECEIVED
 APR 10 1997

THANK YOU
 from
 Your Capital Partner

ARTICLES OF INCORPORATION

OF

INTERNATIONAL MEDICAL RESOURCES, INC.

The undersigned subscriber to the Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for Profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is INTERNATIONAL MEDICAL RESOURCES, INC.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The name and address of the principal office of this Corporation is 1424 Court Street, Clearwater, Florida, 34616 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Gregory G. Schultz
1424 Court Street
Clearwater, FL 34616

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Ten Million (10,000,000) shares of voting common stock, each share having the par value of ONE MIL (\$ 0.001).

5.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

5.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether nor or hereafter authorized, or securities convertible into shares of its stock of any class, whether nor 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.

5.4 The Board of Directors of the Corporation may, by articles supplementary, 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 redemptions of the stock.

ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 7 - TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 8 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered officer of this corporation is Gregory G. Schultz, 1424 Court Street, Clearwater, Florida 34616

ARTICLE 10 - BYLAWS

The Board of Directors of the Corporation shall have power without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such

action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

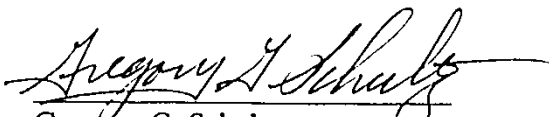
ARTICLE 11 - EFFECTIVE DATE

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

ARTICLE 12- 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 provision of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8th day of April, 1997


Gregory G. Schultz

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is International Medical Resources, Inc.

The name and address of the registered agent and office is Gregory
G. Schultz, 1424 Court Street, Clearwater, Florida 34616

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION S REGISTERED AGENT.



Gregory G. Schultz

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