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CORPORATIONS

FAX #: (904)922-4001

FROM: AL CLARK
 CONTACT: AL CLARK
 PHONE: (813)535-4211

ACCT#: 072100000173

FAX #: (813)528-7222

NAME: CHILDRENS HEALTH NETWORK INC.
 AUDIT NUMBER.....H97000009814
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
 CERT. OF STATUS..0 PAGES..... 3
 CERT. COPIES.....1 DEL.METHOD.. FAX
 EST.CHARGE.. \$122.50

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TO: DIVISION OF CORPORATIONS

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

me 6/16/97

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **CHILDRENS HEALTH NETWORK, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6035 BAHIA DEL MAR BOULEVARD
SUITE 244
ST. PETERSBURG FL 33716

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TALLAHASSEE, FLORIDA

ARTICLE III SHARES

The number(s) of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000,000 SHARES
\$.001 PAR VALUE

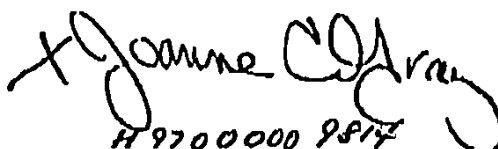
ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
prepared by:

Name: **JOANNE C. GRAY**

Address: **6035 BAHIA DEL MAR BLVD.**
SUITE 244 ST. PETERSBURG FL 33715
Phy: **813-867-0906**

Accounting & Tax Help, INC.
8668 PARK BLVD. Suite A.
SEMINOLE, Florida 33777


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ARTICLE V INCORPORATOR(S)

See Instructions for officers/directors

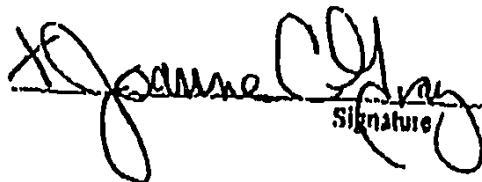
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JOANNE C. GRAY
6035 BAHIA MAR BLVD.
SUITE 244
ST PETERSBURG FL 33716

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

16 day of JUNE, 19 97.

(An additional article must be added if an effective date is requested.)


Signature

Signature

Signature

Notarization is not required

NOTE: Applying an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is: CHILDRENS HEALTH NETWORK, INC

2. The name and address of the registered agent and office is:

Accounting & Tax Help, INC.
(Name)

8668 PARK BLVD., Suite A
(P.O. Box not acceptable)

SEMINOLE, Florida 33777
(City/State/Zip)

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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 as registered agent.


(Signature)
PRESIDENT

6-16-97

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

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