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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

EFFECTIVE DATE

7-15-97

BARBARA BRADLEY GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT R.A. ACCEPTANCE  
DATE 7-14-97  
DOC. EXAM JAC

**ARTICLES OF INCORPORATION  
OF  
TELEMEDICINE TECHNOLOGIES, INC.**

FILED  
97 JUL 11 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural persons competent to contract to render services under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation, under the Personal Service Corporation Act, Chapter 607 of the Florida Statutes, and the laws of the State of Florida .

**EFFECTIVE DATE**  
**7-15-97**

**ARTICLE I - NAME**

The name of the personal service corporation is TeleMedicine Technologies, Inc., hereinafter referred to as the Association.

**ARTICLE II - ADDRESS**

The place of business and mailing address of the corporation is 880 6th Street South, Suite 280, St. Petersburg, Florida 33701

**ARTICLE III - CAPITAL STOCK**

The capital stock of the Association shall be two thousand (2000) shares of common stock having a par value of \$1.00 per share. One thousand shares are voting common stock and one thousand shares are non-voting common stock.

All of said stock shall be payable in cash, or property other than stock or securities or services, in lieu of cash, a just valuation to be determined by the board of Directors of the Association.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Association is 880 6th Street South Suite 280, St. Petersburg, Florida 33701 and the name of the initial registered agent of the Association at that address is Jorge Giroud, M.D..

**ARTICLE V - DURATION**

The Association shall have perpetual existence commencing on July 15, 1997.

**ARTICLE VI - PURPOSE**

The general nature of the business to be transacted and the purposes for which the Association is organized are:

A. To engage in every phase and aspect of the practice of telemedicine.

B. To invest the funds of the Association in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of personal services.

C. To do everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects or the furtherance of any of the purposes enumerated in the Articles of Incorporation or any amendment thereof, necessary, or incidental to the protection and benefit of the Association and in general, either alone or in association with any other personal service corporations or corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes, or attainment of the objects or the furtherance of such purposes or objects or the Association.

D. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purpose of the Association; and it is expressly provided hereby that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Association otherwise permitted by law.

#### ARTICLE VII - VOTING TRUSTS

No shareholder of the Association shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### ARTICLE VIII - VOTING FOR DIRECTORS

The Board of Directors shall be elected by the shareholders of the Association at such times and in such manner as provided by the Bylaws of the Association.

#### ARTICLE IX - RESTRAINT OF ALIENATION OF SHARES

A. The shareholders of the Association shall have the power to include in the Bylaws any regulatory or restrictive provisions adopted by a two-thirds majority of the shareholders of the Association regarding the proposed sale, transfer or other disposition of any outstanding stock of the of the Association by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the Association. Every certificate representing shares which are so restricted shall state that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall

state that the Association will furnish to any shareholder upon request and without charge a full statement of, such restrictions.

B. No shareholder of the Association may sell or transfer his stock therein except to another individual who is eligible to be a shareholder of the Association, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting, specially called for such purpose.

#### ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator, under the laws of the State of Florida to render services as such, are as follows:

<u>Name</u>	<u>Address</u>
Jorge Giroud	1930 Kansas Avenue N.E. St. Petersburg, Florida 33703

#### ARTICLE XI - DIRECTORS

The business of the Association shall be managed by its Board of Directors. The number of directors shall be as provided in the Bylaws of the Association but shall never be less than one (1). Except as limited by these Articles of Incorporation or the Bylaws of the Association, the directors shall have all powers granted to them by the Florida Personal Service Corporation act, or as it is thereafter amended.

#### ARTICLE XII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Association shall consist of four directors. The name and address of the first Board of Directors are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Jorge Giroud, M.D.	1930 Kansas Avenue N.E. St. Petersburg, Florida 33703
Vice- President	Todd McNitt	2302 Delamere Court Valrico, Florida 33594
Vice- President	Farzin Iranipour	11401 9th Street North #2513 St. Petersburg, Florida 33716
Secretary/Treasurer	Barbara Bradley	PO Box 2691 PinellasPark . Florida 33780

#### ARTICLE XIII - INDEMNIFICATION

The Association shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### ARTICLE XIV - BYLAWS

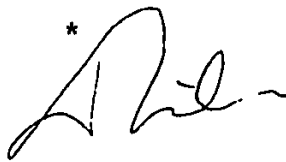
The power to adopt, alter, amend or repeal Bylaws of the Association shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except that any Bylaw adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

#### ARTICLE XV - AMENDMENT

The power to amend or repeal the Articles of Incorporation may be exercised in the manner provided by the Florida General Corporation Act as follows:

- A. A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders at a shareholders' meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote thereon;
- B. All the directors and all the shareholders of the Association eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;
- C. The shareholders may amend or repeal these Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given; or
- D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the directors.

IN WITNESS WHEREOF, undersigned executed these Articles of Incorporation the 10th day of July, 1997.



Jorge Giroud, M.D.

FILED  
97 JUL 11 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

7-15-97

STATE OF FLORIDA  
COUNTY OF PINELLAS

\*By signing above, I hereby accept the duties and responsibilities as Registered Agent of this corporation.

The foregoing instrument was acknowledged by me this 10th day of July,  
1997 by Jorge Giroud.

*Barbara B. Bradley*  
Notary

My Commission Expires:

