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NAME: CAREVIEW CORPORATION

AUDIT NUMBER.....H97000013622

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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Articles of Incorporation

of

CareView Corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I.  
CORPORATE NAME

The name of this Corporation shall be: CareView Corporation.

ARTICLE II.  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is CareView Corporation, 1600 South Dixie Highway, Suite 3A, Boca Raton, Florida 33432.

ARTICLE III.  
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.  
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be (i) twenty-five million (25,000,000) shares of common stock, par value \$.0001 per share and (ii) five million (5,000,000) shares of Preferred Stock having a par value of \$.0001 per share.

Gayle Coleman, Esq., FL Bar #857327  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301  
Phone No: (954) 763-1200

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Classes and series of the Common Stock and Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE V.  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI.  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Randy S. Selman  
1600 S. Dixie Highway, Suite 3-A  
Boca Raton, Florida 33432

ARTICLE VII.  
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no case shall the number of directors be less than one (1).

ARTICLE VIII.  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Randy S. Selman, 1600 S. Dixie Highway, Suite 3-A, Boca Raton, Florida 33432.

ARTICLE IX.  
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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ARTICLE X.  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI.  
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 18th day of August, 1997.

  
Randy S. Selman, Incorporator

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