

P97000096173

November 3, 1997

Florida Dept. of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32301

Subj: Incorporation of MEDINTERACTIVE CORPORATION

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$122.50 to cover the filing fees.

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-11/07/97--01064--003  
\*\*\*\*122.50 \*\*\*\*122.50

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937.

Thank you for your assistance in this matter.

Sincerely,

  
Robert Barnes

FILED  
97 NOV -7 AM 9 40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/11-12-97

ARTICLES OF INCORPORATION  
OF  
MEDINTERACTIVE CORPORATION

ARTICLE I. NAME

The name of this corporation is  
MEDINTERACTIVE CORPORATION

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of  
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 1,000 shares  
of \$1.00 par value common stock, which shall be designated  
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new  
stock of this corporation of the same kind, class or series  
as that which he already holds, shall have the right to  
purchase his pro rata share (as nearly as may be done without  
issuance of fractional shares) at the price at which it is  
offered to others.

FILED  
97 NOV -7 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4860-2 Lake Waterford Way West, Melbourne, Florida, 32901-8598, and the name of the initial registered agent of this corporation at that address is ROBERT BARNES.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

ROBERT BARNES  
409 Ibis Lane  
Satellite Beach, Florida 32937

JOHN SPANIOLI  
7875 Bird Road #209  
Miami, Florida 33155

ALBERT A. ITURREY  
166 Alahambra Circle  
Coral Gables, Florida 33134

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 4860-2 Lake Waterford Way West, Melbourne, Florida 32901-8598, and the mailing address of the corporation is 4860-2 Lake Waterford Way West, Melbourne, Florida 32901-8598.

ARTICLE IX. INCORPORATOR

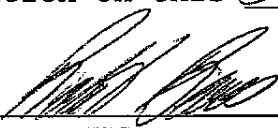
The name and address of the person signing these articles are:

ROBERT BARNES  
409 Ibis Lane  
Satellite Beach, Florida 32937

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 3RD day of November, 1997.

  
\_\_\_\_\_  
ROBERT BARNES


STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ROBERT BARNES to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 3RD day of November, 1997.

FL/DL

B652-769-41-212-0

  
\_\_\_\_\_  
Notary Public


DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That MEDINTERACTIVE CORPORATION desiring to organize under  
the laws of the State of Florida, with its principal office at  
4860-2 Lake Waterford Way West, Melbourne, Brevard County,  
Florida 32901-8598, has named ROBERT BARNES, located at 4860-2  
Lake Waterford Way West, Melbourne, Brevard County, Florida  
32901-8598, as its agent to accept service of process within this  
state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
\_\_\_\_\_  
ROBERT BARNES  
Registered Agent

FILED  
97 NOV -7 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA