

P98000007309



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 679413. 4303929

AUTHORIZATION : *Patricia P. Pitt*

COST LIMIT : \$ 122.50

ORDER DATE : January 23, 1998

ORDER TIME : 10:55 AM

700002410237--1

ORDER NO. : 679413-005

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst  
GREENBERG TRAURIG

1221 Brickell Avenue

Miami, FL 33131

DOMESTIC FILING

NAME: WORLD TELEHEALTH CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 12:40

RECEIVED  
98 JAN 28 11:36  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**WORLD TELEHEALTH CORPORATION**

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DIVISION OF CORPORATIONS  
98 JAN 23 PM 12:40

**ARTICLE I**

The name of the corporation is WORLD TELEHEALTH CORPORATION (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 622 East Tarpon Avenue, Tarpon Springs, Florida 34689.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
1,000,000	\$.01	common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws;  
or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's director until his successors are duly elected and qualified is:

Matthew Weber  
622 East Tarpon Avenue  
Tarpon Springs, FL 34689

#### ARTICLE VII

The name of the Incorporator is Rebecca R. Orand and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22<sup>nd</sup> day of January, 1998.



Rebecca R. Orand  
Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of WORLD TELEHEALTH CORPORATION, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

By:   
Karen B. Rozar, As ~~Registered Agent~~ <sup>its Agent</sup>

DATED: January, 23 1998.

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