# 0000073

THE UNITED STATES **CORPORATION** 

ACCOUNT NO.: 072100000032

REFERENCE: 679413 4303929

AUTHORIZATION : at

\$ 122.50 COST LIMIT :

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:

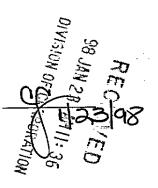
XX \_\_ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

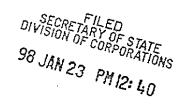
CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:



# ARTICLES OF INCORPORATION

<u>of</u>



#### WORLD TELEHEALTH CORPORATION

# **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:

Number of Shares Authorized	Par Value <u>Per Share</u>	Class of <u>Stock</u>
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 ≥2 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

DATED: January,231998.

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