

998000007309



ACCOUNT NO. : 072100000032

REFERENCE : 987564 4303929

AUTHORIZATION :

*Patricia Pzyt*

COST LIMIT : \$ 35.00

ORDER DATE : October 7, 1998

ORDER TIME : 10:50 AM

ORDER NO. : 987564-005

700002657797--6

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie Johnson  
Greenberg Traurig  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: WORLD TELEHEALTH CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 OCT -7 PM 3:13

FILED

RECEIVED  
98 OCT -7 AM 11:25  
DIVISION OF CORPORATION

*See 10/8*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 7, 1998

CSC  
DEBORAH SCHRODER  
TALLAHASSEE, FL

SUBJECT: WORLD TELEHEALTH CORPORATION  
Ref. Number: P98000007309

**RESUBMIT**

Please give original  
in date as file date.

We have received your document for WORLD TELEHEALTH CORPORATION and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 098A00049920

RECEIVED  
98 OCT -8 PM 2:37  
DIVISION OF CORPORATION

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WORLD TELEHEALTH CORPORATION

**FILED**  
98 OCT -7 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of WORLD TELEHEALTH CORPORATION are hereby amended and restated in their entirety as follows:

**ARTICLE I**

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

**ARTICLE II**

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**

A. Authorized Capital Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 31,000,000 (Thirty One Million) shares, consisting of:

- (i) 30,000,000 (Thirty Million) shares of common stock, par value \$0.01 per share (the "Common Stock"), and
- (ii) 1,000,000 (One Million) shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

B. Provisions relating to the Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

2. Preferences. Authority hereby is expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings to fully effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(a) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether the shares of any class or series shall or shall not be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether the shares of a class or series shall or shall not be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether such dividend shall or shall not be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether the shares of any class or series shall or shall not be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the

number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

C. Provisions Relating to the Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

#### ARTICLE IV

The Corporation shall exist perpetually unless sooner dissolved according to law.

#### ARTICLE V


The Corporation's mailing address and the address of the Corporation's principal office is 777 Alderman Road, Palm Harbor, Florida 34683. The street address of the Corporation's registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its registered agent at such office is Corporation Service Company.

#### ARTICLE VI

The Corporation shall indemnify and may advance expenses to its directors to the fullest extent permitted by law in existence either now or hereafter, as well as any officers or other employees of the Corporation to whom the Corporation has agreed to grant indemnification.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act of the State of Florida, executed these Amended and Restated Articles of Incorporation as of October 2, 1998.

WORLD TELEHEALTH CORPORATION

By:   
Name: Dan Montzka  
Title: President

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

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

CORPORATION SERVICE COMPANY

Deborah D. Skipper

Deborah D. Skipper, Agent for Registered Agent

Dated: 10/7/, 1998

CERTIFICATE  
RE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WORLD TELEHEALTH CORPORATION

WORLD TELEHEALTH CORPORATION, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "FBCA") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is WORLD TELEHEALTH CORPORATION.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") are in accordance with Section 607.1006 of the FBCA, and contain certain amendments to the Corporation's Articles of Incorporation that provide, among other things, for an increase in the Corporation's total authorized capital stock, and the addition of preferred stock.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval. In accordance with Section 607.1003 of the FBCA, (i) on October 1, 1998, the Corporation's Board of Directors unanimously approved by written consent, the Restated Articles and recommend them to the Company's shareholders for approval, and (ii) on October 2, 1998, a majority of the Corporation's shareholders entitled to vote thereon adopted and approved by written consent, such Restated Articles. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of October 2, 1998.

WORLD TELEHEALTH CORPORATION

By: \_\_\_\_\_

Name: Dan Monteta  
Title: President