

Division of Corporations

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BASIC AMENDMENT

MEDICAL VOICE PRODUCTS, INC.

Certificate of Status	0
Certified Copy	0
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Amended & Restated
Articles
5-2-00
DC

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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MEDICAL VOICE PRODUCTS, INC.
ARTICLES OF AMENDMENT AND RESTATEMENT

Pursuant to the Florida Business Corporation Act, the above corporation hereby adopts the following articles of amendment and restatement of its articles of incorporation:

1. Name. The name of the corporation is MEDICAL VOICE PRODUCTS, INC..

2. Amendment and Restatement Text. The amendment and restatement provides as follows:

RESOLVED, that the articles of incorporation be and hereby are amended and restated in their entirety to read as follows:

ARTICLES OF INCORPORATION
OF
MEDICAL VOICE PRODUCTS, INC.

THESE ARTICLES OF INCORPORATION are hereby adopted by this corporation for pecuniary profit under the Florida Business Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be MEDICAL VOICE PRODUCTS, INC..

Section 1.2 Principal Office and Mailing Address. The corporation's current principal office is 4482 ASCOT CIRCLE N., SARASOTA, FLORIDA 34235, and the current mailing address of the corporation is 4482 ASCOT CIRCLE N., SARASOTA, FLORIDA 34235. The corporation may change the foregoing addresses, transact business at other places, and establish branch offices within or without the State of Florida, all as the board of directors may from time to time determine.

Section 1.3 Registered Agent and Office. The current registered agent for the corporation to accept service of process within the State of Florida is KATHERINE T. CONNERS. The current registered office street address of the registered agent is 4482 ASCOT CIRCLE N., SARASOTA, FLORIDA 34235.

ARTICLE II
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Corporate Existence. The corporations existence commenced on February 6, 1998.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The general purpose for which the corporation is organized shall be to engage in and to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

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ARTICLE IV
AUTHORIZED SHARES

Section 4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to 10,000,000 shares at \$0.0001 par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the board of directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the board of directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V
GENERAL

Section 5.1 Amendment. Except as otherwise specifically provided herein, the articles of incorporation may be amended from time to time only by action of the board of directors and the shareholders in accordance with applicable law.

Section 5.2 Incorporator(s). The name and address of the incorporator was: KATHERINE T. CONNERS, 4482 ASCOT CIRCLE N., SARASOTA, FLORIDA 34235.

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3. Exchange, Reclassification, or Cancellation of Issued Shares Implementation. Each share of the currently issued and outstanding shares of common stock (e.g., of the authorized 10,000 shares of \$ 0.01 par value common stock) shall, upon the effective date of the above amendment and restatement, be deemed converted into one thousand (1,000) shares of common stock (e.g., of the authorized 10,000,000 shares of \$.0001 par value common stock). The officers of the corporation shall implement this conversion by notice to existing shareholders, and recovery of the old shares and issuance of the new shares therefor as soon as practicable.

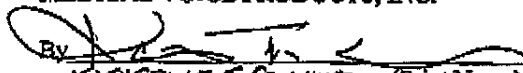
4. Date Adopted. The above amendment and restatement was adopted on the date hereof.

5. Method of Adoption. The above amendment and restatement contains an amendment to the articles requiring shareholder approval. The amendment and restatement was duly adopted by the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to this action was given in accordance with Section 607.0704 of the Florida Business Corporation Act.

6. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument on APRIL 26, 2000.

MEDICAL VOICE PRODUCTS, INC.

By 
KATHERINE T. CONNORS (Print Name)
As President

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MEDICAL VOICE PRODUCTS, INC.
CONSENT IN LIEU OF
SPECIAL MEETING OF SHAREHOLDERS AND DIRECTORS

The above-referenced meeting was held by this written consent on APRIL 26, 2000, at the principal office of the corporation, for the purposes herein contained.

1. Procedural Formalities. It was determined that the meeting was properly noticed, called and convened. It was determined that all of the shareholders and directors were present at the meeting, and constituted a quorum for the conduct of business at the meeting.

2. Transaction of Business. On motion duly made, seconded and unanimously carried, the following preambles and/or resolutions were adopted.

RESOLVED, that the corporation hereby adopts the attached Articles of Amendment and Restatement.

RESOLVED, FURTHER, that, upon the effective date of the Articles of Amendment and Restatement, immediately following the conversion of the currently issued and outstanding 10,000 shares of common stock (e.g., of the authorized 10,000 shares of \$0.01 par value common stock) into 1,000,000 shares of newly authorized common stock (e.g., of the authorized 10,000,000 shares of \$0.0001 par value common stock), the corporation shall undergo a recapitalization, whereby the 1,000,000 shares of common stock shall be converted into 1,333,333.33 shares of common stock.

RESOLVED, FURTHER, that the corporation be and hereby is authorized to offer for sale 200,000 shares of the newly authorized common stock (e.g., of the authorized 10,000,000 shares of \$0.0001 par value common stock) at \$1.00 per shares, as soon as practicable.

RESOLVED FURTHER, that the action taken herein supercedes all prior action of shareholders and directors which is inconsistent herewith, including without limitation, prior action to increase or modify the capital stock of the corporation.


RESOLVED, FURTHER, that the officers and directors of the corporation hereby are authorized and directed to take such further action, including without limitation, the negotiation, execution and delivery of legal documents and instruments, as may be necessary to effectuate the intent hereof.

3. Adjournment. On motion duly made, seconded and duly carried, the meeting was adjourned.

IN WITNESS WHEREOF, the undersigned executed this instrument as of the date first above written.

DIRECTORS:


KATHERINE T. CONNERS


RONALD L. CARSON

SHAREHOLDERS:


KATHERINE T. CONNERS


RONALD L. CARSON

The secretary of the corporation hereby certifies the above instrument and files the same with and as the records of the corporation as of the date first above written.


KATHERINE T. CONNERS
As Secretary