

98000051277

RECEIVED  
99 OCT 21 PM 2:26  
DIVISION OF CORPORATIONS

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H99000026622 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 922-4000

From:  
Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)  
Account Number : 076117000420  
Phone : (561) 650-0728  
Fax Number : (561) 655-5677

FILED  
99 OCT 21 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

MEDNETRIX.COM INCORPORATED

RECEIVED  
99 OCT 21 PM 3:18  
DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$52.50

AM + Restated  
R6  
10/21

Electronic Filing Menu

Corporate Filing

Public Access Help

H990000266223

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MEDNETRIX.COM INCORPORATED**

**FILED**  
99 OCT 21 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, Mednetrix.com Incorporated, a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by unanimous written consent of the Board of Directors dated August 9, 1999.

2. The Amended and Restated Articles of Incorporation set forth herein were approved by the shareholders of the outstanding shares of common stock of the Corporation on August 9, 1999.

3. The Articles of Incorporation in effect as of this date are amended as set forth herein in the following respects:

A. The article concerning Capital Stock is amended in certain respects.

4. There are no discrepancies between the provisions of the Articles of Incorporation in effect prior hereto and the provisions of the Amended and Restated Articles of Incorporation set forth herein, other than the inclusion of the foregoing amendments and considerations.

Pursuant to Section 607.1007 of the Florida Statutes, the Articles of Incorporation of Mednetrix.com Incorporated, a Florida corporation, are hereby amended and restated as follows:

**ARTICLE I**

**NAME**

The name of the corporation is ***Mednetrix.com Incorporated***

H990000266223

H990000266223

## **ARTICLE II**

### **DURATION**

The corporation shall have a perpetual existence.

## **ARTICLE III**

### **PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

## **ARTICLE IV**

### **ADDRESS**

The principal place of business and mailing address of this corporation shall be:

6421 Congress Avenue, Suite 204  
Boca Raton, Florida 33487

## **ARTICLE V**

### **CAPITAL STOCK**

The corporation is authorized to issue Five Hundred Million (500,000,000) shares of One Cent (\$0.01) par value per share common stock.

## **ARTICLE VI**

### **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 6421 Congress Avenue, Suite 204, Boca Raton, Florida 33487, and the name of the initial registered agent of this Corporation at the address is Todd Hirshorn.

H990000266223

**ARTICLE VII****POWERS**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE VIII****INDEMNIFICATION**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or

H990000266223

H990000266223

proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agent shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

## ARTICLE IX

### AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

H990000266223

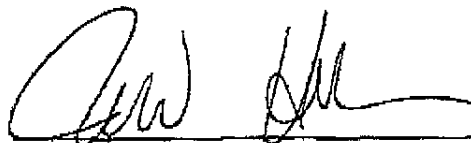
H990000266223

**ARTICLE X**

**BYLAWS**

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

**IN WITNESS WHEREOF**, for the purposes of Amending and Restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, the undersigned officer has executed these Amended and Restated Articles of Incorporation as of the 20<sup>th</sup> day of October 1999.



Todd Hirshorn, President

H990000266223

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Mednetrix.com Incorporated, a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Todd Hirshorn