

P98000065776

July 22, 1998

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

200002597482--3
-07/24/98--01023--013
*****78.75 *****78.75

RE: Proposed Corporation of "CareNet, Inc."

Dear Sirs:

Enclosed is the Original and one (1) copy of the articles of incorporation of CareNet, Inc. and a check in the amount of \$78.75 covering filing fees, registered agent designation and certificate of status.

Sincerely:



William E. Shields
11684 Olde Mandarin Rd
Jacksonville, FL 32223
(904) 292-2109

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
98 JUL 24 AM 7:41

RP
07-28-98

**Articles of Incorporation
of
CareNet, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 24 AM 7:41

**I.
Name**

The name of the Corporation is CareNet, Inc., hereinafter referred to as the "Corporation."

**II.
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.
Principal Office and Registered Agent**

The principal office of the Corporation is 2345 Park Street, Jacksonville, Florida 32204. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is William Shields, 2345 Park Street, Jacksonville, Florida 32204.

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Initial Business**

The initial business of the Corporation shall be establishing Internet connectivity and programming for physician provider groups and patients. Creating and developing specialized computer programs.

VI.
Capital Stock

The Corporation is authorized to issue only one class of shares of stock, which shall be, designated Common Stock. The total number of shares the Corporation shall have authority to issue is 400,000, each share to have a par value of \$.01.

VII.
Incorporators

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
William Shields	11684 Olde Mandarin Road, Jacksonville, FL. 32223
Allen Okie	6753 Linford Lane, Jacksonville, FL. 32217

VIII.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is: four. The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

<u>Director Name</u>	<u>Director Address</u>
William Shields	11684 Olde Mandarin Road, Jacksonville, FL. 32223
Allen Okie	6753 Linford Lane, Jacksonville, FL. 32217
Wayne Stephens	141 North Roscoe Boulevard, Ponte Vedra Beach, 32224
James Craig	7595 Baymeadows, Jacksonville, 32256

IX.

No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

X.

Operating Provisions


The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

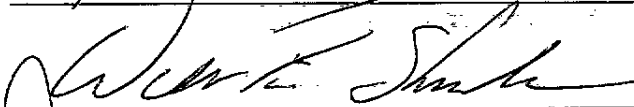
XI.

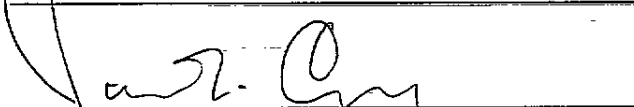
Fiscal Year

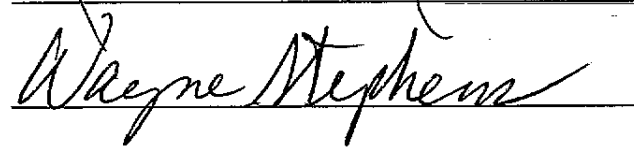
The fiscal year of the Corporation shall be from 1/01/98 to 12/31/98 of each year.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 10th day of June, 1998.









State of Florida
County of Duval

BEFORE ME, the undersigned authority, on this day personally appeared Allen Okie, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 10th day of June, 1998.

Bonnie Mechtel
Notary Public in and for the
State of Florida

My Commission Expires:



OFFICIAL NOTARY SEAL
BONNIE MECHEL
COMMISSION NO. CC409226
MY COMMISSION EXP. SEPT. 22, 1998

State of Florida
County of Duval

BEFORE ME, the undersigned authority, on this day personally appeared William Shields, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 10th day of June, 1998.

Bonnie Mechtel
Notary Public in and for the
State of Florida

My Commission Expires:



OFFICIAL NOTARY SEAL
BONNIE MECHEL
COMMISSION NO. CC409226
MY COMMISSION EXP. SEPT. 22, 1998

State of Florida

County of Duval

BEFORE ME, the undersigned authority, on this day personally appeared James Keig, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 10th day of June, 1998.

Bonnie Mechtel
Notary Public in and for the
State of Florida

My Commission Expires:



OFFICIAL NOTARY SEAL
BONNIE MECHTEL
COMMISSION NO. CC409226
MY COMMISSION EXP. SEPT. 22, 1998

State of Florida

County of Duval

BEFORE ME, the undersigned authority, on this day personally appeared Wayne Stephens, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 10th day of June, 1998.

Bonnie Mechtel
Notary Public in and for the
State of Florida

My Commission Expires:



OFFICIAL NOTARY SEAL
BONNIE MECHTEL
COMMISSION NO. CC409226
MY COMMISSION EXP. SEPT. 22, 1998


**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

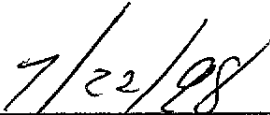
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAW OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: CareNet, Inc.
2. The name and address of the registered agent and office is:

William E. Shields
11684 Olde Mandarin Rd
Jacksonville, Fl. 32223.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)


(DATE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 24 AM 7:42