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## ARTICLES OF INCORPORATION

OF

## MEDICAL PAGE, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do hereby adopt the following Articles of Incorporation.

### ARTICLE I.

CORPORATE NAME

The name of the corporation is MEDICAL PAGE, INC.

AFFECTIVE DATE

### ARTICLE II.

**DURATION** 

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This corporation shall have perpetual existence.

### ARTICLE III.

**PURPOSE** 

The corporation is organized for the following purposes:

- (1). Internet Web Site development.
- (2). Sales and service of computers.
- (3). To engage in any and all lawful businesses for which corporations may be incorporated under the laws of the United States and of the State of Florida.

#### ARTICLE IV.

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is One Thousand (1,000), all of which shall be common shares with par value of \$1.00.

### ARTICLE V.

# PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued treasury shares.

The right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

# ARTICLE VI.

## REGISTERED OFFICE

The street address of the initial registered office of the corporation is 9771 Wayne Street and the name of the initial registered agent at that address is ROBERT GLAZEBROOK.

# ARTICLE VII.

# **DIRECTORS**

The initial board of directors of the corporation shall consist of One (1) Member. This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the first board of directors is:

Name

Address

LARRY CHILSON

9771 Wayne Avenue Miami, Florida 33157

# ARTICLE VIII.

INCORPORATORS

The names and addresses of the incorporator is:

Name

Address

LARRY CHILSON

9771 Wayne Avenue Miami, Florida 33157

#### ARTICLE IX.

#### BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

#### ARTICLE X.

## RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Directors as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

### ARTICLE XI.

### CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when the corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

### ARTICLE XII.

#### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the forgoing Articles of Incorporation on this /S of AROUAT 1999.

LARRY CHILSON

STATE OF FLORIDA } SS	
COUNTY OF MIAMI-DADE }	
BEFORE ME, the undersigned officer personally appeared LARRY CF to be the person described as and is known as Incorporator and who executed of Incorporation and acknowledged before me that she executed the same for expressed and who is personally known to me or has produced	file foregoing virious
as identification.	
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My Commission Expires:  Notary Public Printed Name:	DORAW DORTS

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

January \\B\_\_\_, 1999

In compliance with Chapter 607.034 Florida Statutes, MEDICAL PAGE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, has named ROBERT GLAZEBROOK., located at 9771 Wayne Avenue, Miami, Florida 33157, as its agent to accept service of process within this State.

## ACKNOWLEDGMENT:

Having been named to accept Service of Process for the corporation, MEDICAL PAGE, INC., at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to acting in said capacity.

ROBERT GLAZEBROOK, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORING