

P990000013297



**Doctors
Rx Us**
Walk-In Clinic

November 2, 2001

- ◆ Complete Physical Examinations
- ◆ Lab and X-Ray on Premises
- ◆ EKG Testing and Analysis
- ◆ School and Athletic Physicals
- ◆ Cardio-Pulmonary Testing
- ◆ PAP and Pelvic Exams
- ◆ Early Pregnancy Testing
- ◆ Minor Surgery
- ◆ Blood Pressure Testing
- ◆ Blood Chemistry Analysis
- ◆ Occupational Medicine and Drug Screening
- ◆ Acupuncture
- ◆ Weight Management
- ◆ Massage Therapy

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

Attn: Amendment Section

Dear Sir(s):

We request the following to be processed as per requested. Attached please find check for the amount of \$35.00 as indicated by your office.

Sincerely,

Gil Adorno,
President/CEO

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*****35.00 *****35.00

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-11/05/01--01062--011
*****35.00 *****35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated w/N/C



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 9, 2001

GIL ADORNO
DOCTOR'S RX US, INC.
P.O. BOX 15462
TAMPA, FL 33684-5462

SUBJECT: DOCTOR'S RX US, INC.
Ref. Number: P99000013297

We have received your document for DOCTOR'S RX US, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 201A00060912



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 30, 2001

GIL ADORNO
DOCTOR'S RX US, INC.
P.O. BOX 15462
TAMPA, FL 33684-5462

SUBJECT: DOCTOR'S RX US, INC.
Ref. Number: P99000013297

We have received your document for DOCTOR'S RX US, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation").

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) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 301A00063682

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DIVISION OF CORPORATIONS

Ms. Brown:

As per your instructions, see page 4.

Thanks,

Gil Adorno
President/CEO

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF DOCTOR'S Rx US INC.

1. The undersigned officer hereby submits these Amended and Restated articles of Incorporation for DOCTOR'S Rx US, INC., a Florida corporation.

ARTICLE I
Corporate Name and Principal Office

The name of this corporation shall be **MODULAR MEDICAL, INC.**, (the "Corporation") and its principal office and mailing address is 10921 N. Dale Mabry Hwy, Tampa, Hillsborough County, Florida 33618.

ARTICLE II
General Nature of Business

The Corporation may engage in or transact any or all lawful activities or business, permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation for which corporations may be incorporated under Florida law.

ARTICLE III
Capital Stock

Section 3.1 **Capitalization**. The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 50,000,000 shares of common stock, each with a par value of \$.0001 (the "Common Stock"), and 10,000,000 shares of preferred stock, each with a par value of \$.0001 (the "Preferred Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock.

Section 3.2 **Issuance of Series of Preferred Stock**. The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title. All shares of each series of Preferred Stock shall be alike in every particular and of equal rank, have the same powers, preferences and rights and be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof, except in regard to the following particulars, which may differ as to different series:

- (a) the periodic or other rate of dividends payable and the dates from which such dividends shall commence to accrue, if at all;
- (b) the manner in which, if at all, shares of a particular series may be redeemed and the amount payable upon a share redemption;

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TALLAHASSEE, FLORIDA

- (c) the amount payable upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;
- (d) the provisions of any sinking fund established with respect to the shares of a series;
- (e) the terms and rates of conversion or exchange, if shares of a series are convertible or exchangeable; and
- (f) the provisions as to voting rights, if any, associated with shares of a series.

Before any shares of a particular series of Preferred Stock are issued, the designations of such series and its terms in respect of the foregoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series. The Board of Directors may increase the number of such shares by providing that any unissued shares of Preferred Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Preferred Stock already created by providing that any unissued shares previously assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued shares of Preferred Stock by fixing or altering the terms thereof in respect of the above-referenced particulars and by assigning the same to an existing or newly established series from time to time before the issuance of such shares.

The holders of shares of each series shall be entitled to receive, out of any funds legally available therefor, when and as declared by the Board of Directors, cash dividends at such rate per annum as shall be fixed by resolution of the Board of Directors for such series, payable periodically on the dates fixed by the Board of Directors for the series. Such dividends may be cumulative or non-cumulative, deemed to accrue from day to day regardless of whether or not earned or declared, and may commence to accrue on each share of Preferred Stock from such date or dates, all as may be determined and stated by the Board of Directors prior to the issuance thereof. The Corporation shall make dividend payments ratably upon all outstanding shares of Preferred Stock in proportion to the amount of dividends accrued thereon to the date of such dividend payment, if any.

As long as any shares of Preferred Stock shall remain outstanding, no dividend (other than a dividend payable in shares ranking junior to such Preferred Stock with respect to the payment of dividends or liquidating assets) shall be declared or paid upon, nor shall any distribution be made or ordered in respect of, shares of the Common Stock or any other class of shares ranking junior to the shares of such Preferred Stock as to the payment of dividends or liquidating assets, nor shall any monies (other than the net proceeds received from the sale of shares ranking junior to the shares of such Preferred Stock as to the payment of dividends or liquidating assets) be set aside for or applied to the purchase or redemption (through a sinking fund or otherwise) of shares of the Common Stock or of any other class of shares ranking junior to the shares of such Preferred Stock as to dividends or assets unless:

- (a) all dividends accrued with respect to the shares of Preferred Stock of all series for past dividend periods shall have been paid and the full dividend on all outstanding shares of Preferred Stock of all series for the then current dividend period shall have been paid or declared and set apart for payment; and
- (b) the Corporation shall have set aside all amounts, if any, required to be set aside as and for sinking funds, if any, for the shares of Preferred Stock of all series for the then current year, and all defaults, if any, in complying with any such sinking fund requirements in respect of previous years shall have been cured.

The Corporation, at the option of the Board of Directors, may at any time redeem the whole, or from time to time any part, of any series of Preferred Stock, subject to such limitations as may be adopted by the Board authorizing the issuance of such shares, by paying therefor in cash the amount which shall have been determined by the Board of Directors, in the resolution authorizing such series, to be payable upon the redemption of such shares at such time. Redemption may be made of the whole or any part of the outstanding shares of any one or more series, in the discretion of the Board of Directors; but if the redemption shall be effected only with respect to a part of a series, the shares to be redeemed may be selected by lot, or all of the shares of such series may be redeemed pro rata, in such manner as may be prescribed by resolution of the Board of Directors.

Subject to the foregoing provisions and to any qualifications, limitations or restrictions applicable to any particular series of Preferred Stock which may be stated in the resolution providing for the issuance of such series, the Board of Directors shall have authority to prescribe from time to time the manner in which any series of Preferred Stock shall be redeemed.

Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the shares of Preferred Stock of each series shall be entitled, before any distribution shall be made with respect to shares of Common Stock or to any other class of shares junior to the shares of Preferred Stock as to the payment of dividends or liquidating assets, to be paid the full preferential amount fixed by the Board of Directors for such series as herein authorized; and thereafter shall be entitled to such further payment, if any, as shall be specified in the Board of Director resolution establishing the series. If upon such liquidation or dissolution of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be insufficient to permit the payment to all outstanding shares of Preferred Stock of all series of the full preferential amounts to which they are respectively entitled, the entire net assets of the Corporation shall be distributed, in the order of seniority, fully as to each series with respect to which there are adequate net assets to satisfy the preferential amount and, as to the most senior series with respect to which there are inadequate net assets, ratably in proportion to the full preferential amount to which each share of that series is entitled. Neither a consolidation nor a merger of the Corporation with or into any other entity nor the sale of all or substantially all of the assets of the Corporation shall be deemed to be a liquidation or dissolution within the meaning of this paragraph.

ARTICLE IV
Registered Office and Agent

1.The street address of the registered office of the Corporation shall be 10921 N. Dale Mabry Hwy, Tampa, Florida 33618 and the registered agent of the Corporation at such address is Gil Adorno. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

ARTICLE V
Term of Existence

The Corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI
Directors

The business of the Corporation shall be managed by a board of directors consisting of one (1) or more, the exact number to be determined from time to time in accordance with the Corporation's bylaws.

2. The date of adoption of the Amended and Restated Articles of Incorporation was October 23rd, 2001. The Amendments were approved by the sole director. No shares of the Corporation's single class of authorized capital stock having been issued at the time of such action, such that no shareholder approval of the foregoing director action was required.

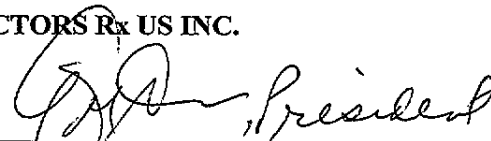
IN WITNESS WHEREOF, DOCTORS Rx US, INC., has caused these Amended and Restated to be duly executed on this first day of November, 2001.

DOCTORS Rx US INC.

By:  President
Gil Adorno, President, Sole Director and Registered Agent.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DOCTORS Rx US INC.

By:  President
Gil Adorno, President, Sole Director and Registered Agent.