

**CORPORATE
ACCESS,
INC.**


P99000042684

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

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Articles

1.) E-Minders.Com, Inc.
(CORPORATE NAME & DOCUMENT #)

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*****70.00 *****70.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

W-10892

SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 1999

CORPORATE ACCESS, INC.

SUBJECT: E-MINDRS.COM, INC.
Ref. Number: W99000010892

*Please file with 5/10
file date.
Corrected*

We have received your document for E-MINDRS.COM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 099A00025489

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

e-mindrs.com, Inc.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is e-mindrs.com, Inc.

ARTICLE II

Name

The term of existence of the corporation shall be perpetual.

ARTICLE III

Offices

The principal office and the mailing address of the corporation is:
156 Biscayne Blvd., Islamorada, Florida 33036.

The name and mailing address of each incorporator of the corporation is as follows:

James D. Grainger
156 Biscayne Blvd
Islamorada, Florida 33036

ARTICLE IV

Purpose

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any business, activity, contract or undertaking for which corporations may be incorporated under the Florida Business Corporation Act.

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ARTICLE V
Capital Stock

The total amount of capital stock which this Corporation shall have the authority to issue shall be 50,000,000 shares of Common Stock of the par value of \$.001 per share and 500,000 shares of Preferred Stock at a value to be designated by the Board of Directors. The Common Stock shall have full voting rights.

The Preferred Stock may be issued from time to time and may be issued in series. All Preferred Stock shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors. The Board of Directors is authorized to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series of Preferred Stock including but not limited to those matters set forth below.

1. The distinctive designation of all series and the number of shares that shall constitute those series;
2. The annual rate of dividends payable on the shares of all series and the time, conditions and manner of payment.
3. The Redemption price or prices, if any, for the shares of each, any and all series.
4. The amount payable upon shares of each series in the event of voluntary or involuntary liquidation and the relative priority of each series in the event of liquidation.
5. The rights, if any, of the holders of shares of each series to convert those shares into Common Stock and the terms and conditions of that conversion.
6. The voting rights, if any, of the holders of shares of each series.

ARTICLE VI
Directors

The corporation shall have a Board of Directors of four (4) directors, initially. The number of directors shall be prescribed by the By-laws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

R. Dailey Grainger, Ph.D, ARNP
Dorothy Sasmor, Ph.D
Lou Sasmor, Ph.D
James D. Grainger, CPA

The principal officers of the corporation shall be as follows:

R. Dailey Grainger, Ph.D, ARNP - President
Dorothy Sasmor, Ph.D - Vice President
Lou Sasmor, Ph.D - Secretary
James D. Grainger, CPA - Treasurer

ARTICLE VII

Board Powers

In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

ARTICLE VIII

Indemnification of Directors, Officers and Other Authorized Representatives

Section 1. Indemnification in accordance with Bylaws. The Corporation shall indemnify its officers, directors, employees and agents against liabilities, damages, settlements and expenses (including attorney's fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article VIII by the shareholders of the Corporation shall not adversely affect any right to protection of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article VIII.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article

VIII to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE IX
Resident Agent

The name and street address of the initial registered agent is as follows:

Urban J.W. Patterson, Esquire
82681 Overseas Highway
Islamorada, Florida 33036

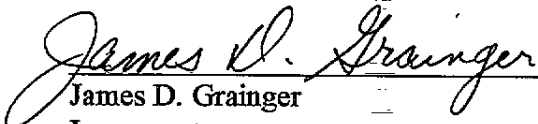
The name and mailing address of the initial registered agent is as follows:

Urban J.W. Patterson, Esquire
P.O. Box 783
Islamorada, Florida 33036

ARTICLE X
Meetings

Meetings of shareholders may be held within or without the State of Florida, as the By-Laws may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed these Articles of Incorporation this 7th day of May, 1999.


James D. Grainger
Incorporator

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 7th day of May, 1999, by James D. Grainger, who is personally known to me or who has produced N/A as identification and who did take an oath.


Urban J.W. Patterson

NOTARY PUBLIC

My Commission Expires:



Urban J.W. Patterson
MY COMMISSION # CC752916 EXPIRES
June 21, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the above Corporation. I accept the duties and obligations of Section 607.0505, Florida Statutes, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Urban J.W. Patterson, Esquire

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