



THE UNITED STATES  
CORPORATION  
COMPANY

P9900055/64

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99 JUN 17 PM 2:03

ACCOUNT NO. : 072100000032

REFERENCE : 277749 5052432

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 78.75

ORDER DATE : June 17, 1999

ORDER TIME : 10:16 AM

ORDER NO. : 277749-005

500002907655--6

CUSTOMER NO: 5052432

CUSTOMER: Mr. William Vanhook  
HEALTHCARE ANSWERS, INC.  
HEALTHCARE ANSWERS, INC.  
Suite 104  
4707 140th Avenue North  
Clearwater, FL 33762

DOMESTIC FILING

NAME: HEALTHCARE ANSWERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PH 6/17/99 ✓

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99 JUN 17 AM 11:25  
DEPARTMENT OF  
REVENUE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HEALTHCARE ANSWERS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Fla. Stat., the Florida Business Corporation Act, hereby states the following:

**ARTICLE I - NAME AND ADDRESS**

Section 1. The name of the Corporation shall be Healthcare Answers, Inc.

Section 2. The initial principal office and the initial mailing address of the Corporation shall be Suite 104, 4707 140th Avenue North, Clearwater, Florida 33762.

**ARTICLE II - DURATION**

The Corporation shall have perpetual existence beginning on the date these Articles are filed in the Office of the Secretary of State.

**ARTICLE III - PURPOSE AND POWERS**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be Sixty Million (60,000,000) Shares divided into Fifty Million (50,000,000) Shares of Common Stock, Five Million (5,000,000) Shares of Class A Preferred Stock and Five Million (5,000,000) Shares of Class B Preferred Stock; provided, that before any shares of the Preferred Stock are issued, the Articles of Incorporation of the Corporation, as amended, shall be further amended by the vote or approval of the board of directors (without the need for a vote or approval of the stockholders) to set forth the further designations, relative rights, limitations, preferences and other features of such shares as permitted by Florida law.

**ARTICLE V - BOARD OF DIRECTORS**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

#### ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the stockholders may be altered, amended or repealed by the other group; provided, however, that any Bylaw adopted by the stockholders may provide that it shall be altered, amended, or repealed only by the stockholders.

#### ARTICLE VII - REGISTERED OFFICE AND AGENT


Section 1. The street address of the initial registered office of the Corporation shall be Suite 104, 4707 140th Avenue North, Clearwater, Florida 33762.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be William R. VanHook, Jr.

#### ARTICLE VIII - INCORPORATOR


The name and address of the incorporator is William R. VanHook, Jr., Suite 104, 4707 140th Avenue North, Clearwater, Florida 33762.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on June 16, 1999.

  
William R. VanHook, Jr.

#### ACCEPTANCE BY REGISTERED AGENT

I hereby accept to act as initial Registered Agent for Healthcare Answers, Inc. as stated in these Articles of Incorporation.

  
William R. VanHook, Jr.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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