

P 99000070563

for LOUIS J CARBONE

any LOUIS J CARBONE PA

SSS 65 NE 4TH AVE

DELRAY BEACH

100003174441--9
-03/17/00-01074--004
*****70.00 *****70.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

*Merger
Attorneys*

Examiner's Initials

LAW OFFICES

LOUIS J. CARBONE, P.A.

A PROFESSIONAL ASSOCIATION

65 NE 4TH AVENUE
DELRAY BEACH, FL 33483

MEMBER OF N.Y., C.T.,
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111 NORTH CENTRAL PARK AVENUE
HARTSDALE, NEW YORK 10530

(914) 684-0201
FAX (914) 684-0356

March 31, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Att: Karen Gibson,
Corporate Specialist

Re: CYBERDOCSMD, INC.
Ref. No. P99000070563

Dear Ms. Gibson:

Pursuant to your request I am re-filing the Articles of Merger with the attached Appendix in accordance with your correspondence enclosed herewith.

Very truly yours,

A handwritten signature in black ink, appearing to be 'LJ Carbone', written over a horizontal line.

LOUIS J. CARBONE

LJC/nlb



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 27, 2000

LOUIS J. CARBOBE
LOUIS J. CARBONE, P.A.
65 NE 4TH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: CYBERDOCSMD, INC.
Ref. Number: P99000070563

We have received your document for CYBERDOCSMD, 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):

SINCE THE WORDING OF THE PLAN OF MERGER MENTIONS APPENDIX A AS BEING ATTACHED, IT MUST BE. THESE DOCUMENTS ARE NOT REALLY REQUIRED, BUT WHEN MENTIONED THIS WAY, THEY MUST BE INCLUDED.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 600A00016776

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CYBERDOCS, INC., a Delaware corporation, not qualified in Florida

INTO

CYBERDOCSMD, INC., a Florida entity, P99000070563.

File date: April 4, 2000

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
CYBERDOCSMD, INC.	FLORIDA

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
CYBERDOCS, INC.	DELAWARE

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 1/1/00

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 1/1/00

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
00 APR -4 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Thomas Caffrey, President

CYBERDOCS, INC.

The Capping
The Capping

CYBERDOCSMD, INC.

Thomas Caffrey, President

PLAN OF MERGER

Cyberdocs, Inc., a Delaware Corporation

and

CyberdocsMD, Inc., a Florida Corporation

Agreement of merger dated as of January 1, 2000 by and between Cyberdocs MD, Inc. a Florida corporation (sometimes called "CYBERDOCSMD"), and Cyberdocs, Inc., a Delaware corporation (sometimes called "CYBERDOCS"), the two corporations acting by their respective boards of directors and sometimes collectively referred to as the "constituent corporations."

CYBERDOCSMD is a corporation organized and existing under the laws of the State of Florida, having been incorporated on August 9, 1999. The principal office of the corporation and principal place of business in the State of Florida is located at 65 NE 4th Avenue Delray Beach, Florida 33483, and its resident agent in charge is Louis J. Carbone, P.A. 65 NE 4th Avenue Delray Beach, Florida 33483 upon whom legal process against CYBERDOCSMD may be served in the State of Florida.

The authorized capital stock of CYBERDOCSMD consists 10,000,000 shares of the par value of \$0.01 per share, of which - 0 - shares are presently issued. The authorized shares are held in the treasury of CYBERDOCSMD. Section 607.1105 of the Florida Business Corporation Act confers upon CYBERDOCSMD the power to merge with a profit corporation, and section 607.1105 of the law confers upon CYBERDOCSMD the right to issue its own shares in exchange for shares of any corporation to be merged into CYBERDOCSMD.

CYBERDOCS is a corporation organized and existing under the laws of the State of Delaware, having been incorporated on February 27, 1996. The principal office of the corporation in the State of Florida is located at 301 Newbury Street Suite L10 Danvers, MA 01923, and its resident agent in charge is Kerry Archer, upon whom legal process against CYBERDOCS may be served in the State of Massachusetts.

The authorized capital stock of CYBERDOCS consists of (a) 1,500 shares of second without par value none of which are presently issued and outstanding. Said shares are held in the treasury of CYBERDOCS. The Delaware general corporation law confers upon CYBERDOCS the power to merge with another profit corporation; the resulting corporation, upon the filing and recording of the agreement of merger between CYBERDOCS and the resulting corporation, possesses all the powers and property formerly possessed by CYBERDOCS.

The respective boards of directors of CYBERDOCSMD and CYBERDOCS deem it desirable and in the best interests of the corporations and their stockholders that the corporations merge pursuant to Section 607.1105 of the Florida Business Corporation Act.

In consideration of the premises and mutual agreements, provisions and covenants contained, it is agreed by and between the parties that, in accordance with the provisions of the laws of Florida, CYBERDOCSMD and CYBERDOCS shall be, and they are, as of the merger date (as defined in paragraph 3 of Article I) merged into a single surviving corporation (sometimes called the "surviving corporation"), which shall be and is CYBERDOCSMD, one of the constituent corporations, which shall continue its corporate existence and remain a Florida corporation governed by the laws of that state, all on the terms and conditions set forth.

Article I

Merger

1. This agreement of merger (sometimes called the "agreement") shall be submitted for adoption and approval by the shareholders of each of the constituent corporations at separate meetings, each of which shall be held in accordance with the Florida Business Corporation Act.
2. Upon the adoption and approval of this agreement by the respective shareholders of the constituent corporations, the facts shall be certified on this agreement and this agreement shall be signed, acknowledged, filed and recorded in the manner required under Florida Business Corporation Act.

3. The merger of CYBERDOCS into CYBERDOCSMD shall become effective upon the filing and recording of this agreement, in accordance with the Florida law, in the office of the Secretary of State of the State of Florida and the offices of the respective recorders of the County of Dade, State of Florida. The date on which the taking of the actions in this paragraph is completed is referred to in this agreement as the "merger date."

Article II

Name and Continued Corporate Existence of Surviving Corporation

The corporate name of CYBERDOCSMD, the constituent corporation whose corporate existence is to survive this merger and continue thereafter as the surviving corporation, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of CYBERDOCS shall be wholly merged into CYBERDOCSMD. Accordingly, on the merger date the separate existence of CYBERDOCS, except insofar as continued by statute, shall cease.

Article III

Governing Law Certificate of Incorporation

As stated, the laws of Florida shall govern the surviving corporation. From and after the merger date, the amended certificate of incorporation of CYBERDOCSMD attached as Appendix A and incorporated with the same force and effect as if here set out in full (which Appendix A represents the composite certificate of incorporation of CYBERDOCSMD filed in the office of the Secretary of State of the State of Florida on August 9, 1999, and all amendments now in force, together with further amendments of the articles amendments shall become effective upon the merger date) shall be and become the certificate of incorporation of the surviving corporation. In addition to the powers conferred upon it by law, the surviving corporation shall have the powers set forth in Appendix A and be governed by those provisions. From and after the merger date, and until further

amended as provided by law, Appendix A may be certified, separate and apart from this agreement, as the certificate of incorporation of the surviving corporation.

Article IV

Bylaws of Surviving Corporation

From and after the merger date the present bylaws of CYBERDOCSMD shall be and become the bylaws of the surviving corporation until they shall be altered, amended or repealed, or until new bylaws shall be adopted, in accordance with the provisions of law, the bylaws and the certificate of incorporation of the surviving corporation.

Article V

Directors and Officers

1. The number of directors of the surviving corporation, who shall hold office until their successors have been duly elected and shall have qualified, or as otherwise provided in the certificate of incorporation of the surviving corporation or its bylaws, shall be the same until changed by action of the board of directors of the surviving corporation pursuant to its bylaws; and the respective names of the first directors of the surviving corporation are as follows:

Name

Thomas Caffrey

Kerry Archer

Steven Kohler

2. The first annual meeting of the shareholders of the surviving corporation after the merger date shall be the annual meeting provided by the bylaws of the surviving corporation for the year 1999.
3. The first officers of the surviving corporation, who shall hold office until their successors have been elected or appointed and shall have qualified, or as otherwise provided in its bylaws, are the officers of CYBERDOCSMD immediately prior to the merger date.

4. If, on or after the merger date, a vacancy shall for any reason exist in the board of directors of the surviving corporation, or in any of the offices, the vacancy shall be filled in the manner provided in the certificate of incorporation of the surviving corporation or in its bylaws.

Article VI

Capital Stock of Surviving Corporation

The capitalization of the surviving corporation upon the merger date shall be as set forth in the certificate of incorporation of the surviving corporation.

Article VII

Conversion of Securities on Merger

The manner and basis of converting the shares of stock of each of the constituent corporations into shares of stock of the surviving corporation are as follows:

1. Each issued share of common stock, of the par value of \$0.01 each, of CYBERDOCSMD, including shares held in the treasury of CYBERDOCSMD, shall, on the merger date continue to be issued shares of common stock, par value \$0.01 per share, of the surviving corporation. Each of the shares of common stock, par value -0 - per share, of CYBERDOCS outstanding on the merger date (called "CYBERDOCS stock"), and all rights shall upon the merger date be converted into shares of the surviving corporation on a proportionate basis.
2. At any time and from time to time after the merger date, each holder of an outstanding certificate or certificates representing shares of CYBERDOCS stock shall be entitled, upon the surrender of the certificate or certificates at the office of an exchange agent of the surviving corporation to be designated by the board of directors of the surviving corporation to receive in exchange a certificate or certificates representing the number of shares in CYBERDOCSMD stock into which the shares of CYBERDOCS stock represented by the certificate or certificates surrendered shall have been converted pursuant to paragraph 1 above. No dividend shall be paid

by the surviving corporation to the holders of outstanding certificates expressed to represent shares of CYBERDOCS stock.

Article VIII

Assets and Liabilities

1. On the merger date, all property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account, as well for stock subscriptions as all other chooses in action, and all and every other interest of or belonging to either of constituent corporations shall be taken by and deemed to be transferred to and vested in the surviving corporation without further act or deed; and all property and every other interest shall be as effectually the property of the surviving corporation as it was of the respective constituent corporations, and the title to any real estate or any interest, whether vested by deed or otherwise, in either of the constituent corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon the property of either of the constituent corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective constituent corporations shall attach to the surviving corporation, and may be enforced against it to the same extent as if the debts, liabilities, obligations and duties had been incurred or contracted by it. Any action or proceeding pending by or against either of the constituent corporations may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be submitted in place of either of the constituent corporations. The parties respectively agree that from time to time, when requested by the surviving corporation or by its successors or assigns, they will execute and deliver or cause to be executed and delivered all deeds and instruments, and will take or cause to be taken all further or other action, as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation or its successors or assigns title to and possession of all the property and rights and otherwise carry out the intent and purposes of this agreement.

2. Without limiting the generality of the above, it shall be a specific term of this agreement and of the shareholder approval that upon the merger date there shall be effective in respect of and binding upon the surviving corporation and enforceable against it (a) the restricted stock option plan of CYBERDOCSMD, if any, as it shall be in effect on the merger date, and all stock options outstanding on the merger date granted, and (b) all stock options outstanding on the merger date granted under any stock options agreements of CYBERDOCS adopted in 1999. Each share of CYBERDOCS reserved for issuance under any stock option agreement CYBERDOCS shall be a share of common stock of the surviving corporation reserved for the same purposes; and each option to purchase common stock of CYBERDOCS which shall be outstanding under any agreement or plan of CYBERDOCS on the merger date shall become an option to purchase like shares on a proportionate basis in CYBERDOCSMD stock of the surviving corporation at the same price per share stated in each option and otherwise exercisable upon the terms and conditions and for the respective periods stated in the options.

3. Immediately after the merger date the amount of capital of the surviving corporation which will be represented by its outstanding shares of stock as provided for in Article VII of this agreement.

Article IX

Conduct of Business by Constituent Corporations

Prior to the merger date CYBERDOCS shall conduct its business in its usual and ordinary manner, and shall not enter into any transaction other than in the usual and ordinary course of such business except as provided. Without limiting the generality of the above CYBERDOCS shall not, and will not permit any subsidiary to, except as otherwise consented to in writing by CYBERDOCSMD or as otherwise provided in this agreement:

- (1). Issue or sell any shares of its capital stock in addition to those outstanding on this date, except shares issued pursuant to rights or options outstanding at that date;
- (2). Issue rights to subscribe to or options to purchase any shares of its stock in addition to those outstanding on this date;
- (3). Amend its certificate of incorporation or its bylaws;
- (4). Issue or contract to issue funded debt (except loans between CYBERDOCS and any of its subsidiaries, or between subsidiaries);
- (5). Declare or pay any dividend or make any other distribution upon or with respect to its capital stock.
- (6). Repurchase any of its outstanding stock or by any other means transfer any of its funds to its shareholders either selectively or ratably, in return for value or otherwise, except as salary or other compensation in the ordinary or normal course of business.
- (7). Undertake or incur any obligations or liabilities except current obligations or liabilities in the ordinary course of business and except for liabilities for fees and expenses in connection with the negotiation and consummation of the merger in amounts to be determined after the merger date;
- (8). Mortgage, pledge, subject to lien or otherwise encumber any realty or any tangible or intangible personal property;
- (9). Sell, assign or otherwise transfer any tangible assets of whatever kind, or cancel any claims, except in the ordinary course of business;
- (10). Sell, assign, or otherwise transfer any trademark, trade name, patent or other intangible asset;
- (11). Default in performance of any material provision of any material contract or other obligation;
- (12). Waive any right of any substantial value; or

- (13). Purchase or otherwise acquire any equity or debt security of another corporation except to realize on an otherwise worthless debt.

Article X

Warranties of the Constituent Corporations

CYBERDOCS covenants, represents and warrants to CYBERDOCSMD that:

- (1). It and each of its subsidiaries is on the date of this agreement and will be on the merger date (a) a corporation duly organized and existing and in good standing under the laws of the jurisdiction in which it is incorporated, (b) duly authorized under its certificate of incorporation, as amended to date, and under applicable laws, to engage in the business carried on by it, and (c) it or its subsidiaries are fully qualified to do business in all states where it or they own or lease plants;
- (2). All federal, state and local tax returns required to be filed by it, or by any of its subsidiaries, on or before the merger date will have been filed, and all taxes shown to be required to be paid on or before the merger date will have been paid;
- (3). It and each of its subsidiaries will use its best efforts to collect the accounts receivable owned by it on or prior to the merger date and will follow its past practices in connection with the extension of any credit prior to the merger date;
- (4). All fixed assets owned by it or any of its subsidiaries and employed in their respective businesses are of the type, kind and condition appropriate for their respective businesses and will be operated in the ordinary course of business until the merger date;
- (5). All leases now held by it are now and will be on the merger date in good standing and not voidable or void by reason of any default whatsoever;
- (6). During the period between August 9, 1999 and the date of this agreement, except as disclosed in writing to CYBERDOCSMD, neither it nor any subsidiary has taken any action, or suffered any conditions to exist, to any material or substantial extent in the aggregate, which it has agreed in

Article IX or this Article X of this agreement not to take or to permit to exist during the period between the date of this agreement and the merger date.

(7). It has not been represented by any broker in connection with the transaction contemplated, except as it has advised CYBERDOCSMD in writing; and

(8). Its board of directors has, subject to the authorization and approval of its stockholders, authorized and approved the execution and delivery of this agreement, and the performance of the transactions contemplated by this agreement.

CYBERDOCS, in addition to other action which it has covenanted, represented, and warranted to CYBERDOCSMD that it will take, will also

(1). Use its best efforts to preserve its business organization intact, to keep available to CYBERDOCSMD the present officers and employees of CYBERDOCS, and to preserve for CYBERDOCSMD the relationships of CYBERDOCS with suppliers and customers and others having business relations with CYBERDOCS; and

(2). Not, and will not permit its subsidiaries to, increase the compensation, wages, or other benefits payable to its or its subsidiaries' officers or employees, whose total individual compensation, for services rendered to CYBERDOCS and/or any subsidiary is currently at other than increases which CYBERDOCSMD has approved in writing.

CYBERDOCSMD covenants, represents and warrants to CYBERDOCS that:

(1). CYBERDOCSMD is a corporation duly organized and existing and in good standing under the laws of the State of Florida and has the corporate power to own its properties and to carry on its business as now being conducted; and

(2). Its board of directors has, subject to the authorization and approval of its stockholders, authorized and approved the execution and delivery of this agreement, and the performance of the transactions contemplated by this agreement.

Article XI

Consummation of Merger

If the merger contemplated is completed, all expenses incurred in consummating the plan of merger shall, except as otherwise agreed in writing between the constituent corporations, be borne by the surviving corporation. If the merger is not completed, each of the constituent corporations shall be liable for, and shall pay, the expenses incurred by it.

Notwithstanding shareholder authorization and at any time prior to the filing, the filing and recording of this agreement may be deferred from time to time by mutual consent of the respective boards of directors of each of the constituent corporations, and, to the extent provided in (a), (b), (c) and (d) below, the merger may be abandoned:

(a). By the mutual consent of the respective boards of directors of each of the constituent corporations;

In the event of the abandonment of the merger pursuant to the foregoing provisions, this agreement shall become void and have no effect, without any liability on the part of either of the constituent corporations or its shareholders or directors or officers in respect of this merger except the obligation of each constituent corporation to pay its own expenses as provided in this Article XI.

Article XII

Resident Agent

The respective names of the county and the city within the county in which the principal office of the surviving corporation is to be located in the State of Florida, the street and number of the principal office, the name of the registered agent will, as of the merger date, be as set forth in article second of the certificate of incorporation of the surviving corporation.

Article XIII

Right to Amend Certificate of Incorporation

The surviving corporation reserves the right to amend, alter, change or repeal its certificate of incorporation in the manner now or later prescribed by statute or otherwise authorized by law; and all rights and powers conferred in the certificate of incorporation on shareholders, directors or officers of the surviving corporation, or any other person, are subject to this reserved power.

Article XIV

Miscellaneous

1. The representations and warranties contained in Article X of this agreement and any liability of one constituent corporation to the other for any default under the provisions of Articles IX or X of this agreement, shall expire with, and be terminated and extinguished by, the merger under this agreement on the merger date.
2. To enable CYBERDOCSMD to coordinate the activities of CYBERDOCS into those of CYBERDOCSMD on and after the merger date, CYBERDOCS shall, before the merger date, afford to the officers and authorized representatives of CYBERDOCSMD free and full access to the properties, books and records of CYBERDOCS, and the officers of CYBERDOCS will furnish CYBERDOCSMD with financial and operating data and other information as to the business and properties of CYBERDOCS and its subsidiaries as CYBERDOCSMD shall from time to time reasonably request. CYBERDOCSMD shall, before the merger date, afford to the officers and authorized representatives of CYBERDOCS such access, and CYBERDOCSMD's officers will furnish such data and information to CYBERDOCS, as may be reasonably required by CYBERDOCS for the preparation of its proxy statement in connection with the meeting of shareholders to be called pursuant to section 1 of Article I of this agreement. CYBERDOCSMD and CYBERDOCS agree that, unless and until the merger contemplated by this agreement has been consummated, CYBERDOCSMD and CYBERDOCS and their officers and representatives will hold in strict confidence all data and information obtained from one another as long as it is not in

the public domain, and if the merger provided for is not consummated as contemplated,

CYBERDOCSMD and CYBERDOCS will each return to the other party all data as the other party may reasonably request.

3. For the convenience of the parties and to facilitate the filing or recording of this agreement, any number of counterparts may be executed and each executed counterpart shall be deemed to be an original instrument.

Dated: 1/1, 2000

CYBERDOCS, INC.

BY: 
Thomas Caffrey, President

CYBERDOCSMD, INC.

BY: 
Thomas Caffrey, President

APPENDIX A

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of CYBERDOCSMD, INC., a Florida corporation, filed on August 9, 1999, as shown by the records of this office.

The document number of this corporation is P99000070563.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Tenth day of August, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION

CYBERDOCSMD, INC.

FILED
99 AUG -9 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CYBERDOCSMD, INC.

The address of the principal office of this corporation shall be 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133 and the mailing address of the corporation shall be c/o Arthur J. Furia, Esq., 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock at \$.01 par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 526 East Park Avenue, Tallahassee, FL 32301, and the name of the initial registered agent of the corporation at that address is UCC Filing & Search Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The names and addresses of the initial Officers and Directors are:

Thomas Caffrey	President/Director
400 South Pointe Drive, #2109	
Miami Beach, FL 33139	

Louis J. Carbone	Vice President
65 NE 4 th Avenue	
Delray Beach, FL 33483	

Robert G. Rafferty
3 East Avenue, Suite 3E
Larchmont, NY 10538

Vice President

Steven Kohler
1 Wigman Road
Nantucket, MA 02554

Secretary/Director

Kerry Archer
20 Arrowhead Farm Road
Boxford, MA 01921

Treasurer/Director

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of UCC Filing & Search Services, Inc., has hereunto set her hand and seal of UCC Filing & Search Services, Inc., on August 9, 1999.

UCC Filing & Search Services, Inc.

By: Alethea Culverson
Its Agent, Alethea Culverson

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

CYBERDOCSMD, INC.

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99 AUG -9 AM 7:22
STATE
TALLAHASSEE, FLORIDA

UCC Filing & Search Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

UCC Filing & Search Services, Inc.

By: Alethea Culverson
Its Agent, Alethea Culverson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 25, 1999

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, FL 32301

Re: Document Number P99000070563

The Statement of Change of Registered Office and Registered Agent for CYBERDOCSMD, INC., a Florida corporation, was filed on August 24, 1999.

Should you have any questions regarding this matter, please telephone (850) 487-6050, the Amendment Filing Section.

Annette Ramsey
Corporate Specialist
Division of Corporations

Letter Number: 199A00042640

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: CYPERDOCSMD, INC.
2. The mailing address of the corporation is: _____
3. Date of incorporation/qualification: 8/9/99 Document number: 99000070563
4. The name and address of the current registered agent and office:

UCC Filing & Search Services, Inc.

526 E. Park Avenue

Tallahassee, FL 32301

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

LOUIS J. CARBONE P.A.

65 NE 4th Avenue

Dolvin Beach FL 33403

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

8/18/99
(Date)

Louis J. Carbone Vice President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

8/18/99
(Date)

If signing on behalf of an entity:

Louis J. Carbone

(Typed or Printed Name)

Officer

(Capacity)

*** FILING FEE: \$35.00 ***