

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
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FLORIDA PROFIT CORPORATION OR P.A.

MedWerks.com Corp.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
MEDWERKS.COM CORP.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is MedWerks.com Corp. (hereinafter the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 1 Isla Bahia Drive, Ft. Lauderdale, Florida 33316.

ARTICLE III

AUTHORIZED SHARES

The total number of shares of stock which the Corporation has authority to issue is 25,000,000 shares consisting of 5,000,000 shares of Preferred Stock, par value \$.001 per share and 20,000,000 shares of Common Stock, par value \$.001 per share.

The Board of Directors is expressly authorized to issue from time to time all or any shares of Preferred Stock in one or more series, and to fix for each such series such voting powers, full or limited, or no voting powers, and such designations, preferences (including seniority upon liquidation), relative participating, optional or other special rights, redemption rights, conversion privileges and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such series and to the fullest extent as now or hereafter permitted by these Articles of Incorporation and the laws of the State of Florida. Unless a vote of any shareholder is required pursuant to a certificate establishing a series of Preferred Stock, the Board of Directors may from time to time increase or decrease (but not below the number of shares of such series then outstanding) the number of shares

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of any series of Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any series is so decreased, the shares constituting such reduction shall resume the status that such shares had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of the Corporation in the State of Florida is 1 Isla Bahia Drive, Ft. Lauderdale, Florida 33316 and the initial registered agent of the Corporation at that address shall be Jacob Nudel.

ARTICLE V INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Jacob Nudel	1 Isla Bahia Drive Ft. Lauderdale, FL 33316

ARTICLE VI PURPOSE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of August, 1999.



Jacob Nudel
Incorporator

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**ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.



Jacob Nudel
Registered Agent

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