

P99 0000 94534

October 21, 1999

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
99 OCT 25 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800003024088--3
-10/25/99-01108-016
*****70.00 *****70.00

Re: MEDAMERICA, INC.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of MedAmerica, Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



Robert Weinberg
2295 Corporate Blvd, Suite 140, Boca Raton,
FL 33431

F. CHESER

OCT 26 1999

ARTICLES OF INCORPORATION

OF

MEDAMERICA, INC.

ARTICLE I

The name of the Corporation is MedAmerica, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 2295 Corporate Blvd, Suite 140, Boca Raton, FL 33431.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000,000 shares of common stock with the par value of \$0.001 per share.

ARTICLE IV

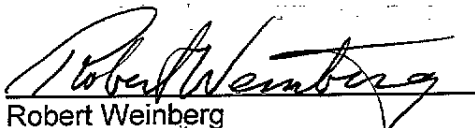
The address of the initial registered office of the Corporation is 2295 Corporate Blvd, Suite 140, Boca Raton, Florida 33431, and the name of the Corporation's initial registered agent for service of process at such address is Robert Weinberg.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Robert Weinberg, 2295 Corporate Blvd, Suite 140, Boca Raton, FL 33431.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of

October, 1999.



Robert Weinberg
2295 Corporate Blvd, Suite 140, Boca Raton, FL
33431

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 25 AM 9:05

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

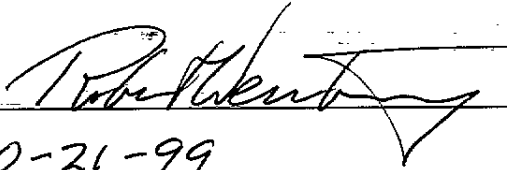
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MedAmerica, Inc.
2. The name of the registered agent and office is:

Robert Weinberg
2295 Corporate Blvd, Suite 140, Boca Raton, Florida 33431

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

10-21-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 25 AM 9:05

FILED