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L. JAMES DICKSON, P.A.  
ATTORNEY AT LAW

FEATHER SOUND CORPORATE CENTER II  
13577 FEATHER SOUND DRIVE, SUITE 190  
CLEARWATER, FLORIDA 34622-5532

TEL: (813) 573-7884  
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June 27, 1996

MAILING ADDRESS:  
POST OFFICE BOX 17245  
CLEARWATER, FLORIDA 34622-0245

VIA UPS DELIVERY

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

500001879865  
-07/01/96--01001--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: ARTICLES OF INCORPORATION - MEDISOFT, INC.

Dear Madam or Sir:

Enclosed please find two (2) fully executed originals of the Articles of Incorporation Medisoft, Inc.

Please file these Articles of Incorporation of record, and furnish me an approval stamped copy of the filed Articles. Also enclosed is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

**Please note that an effective date of July 1, 1996 has been requested.**

Thank you for your cooperation and assistance. If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

Enclosures

cc: Gary A. Dresden, M.D. (w/o enclosure)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUL - 1 AM 10:04

FILED

DMD  
7/2/96

**ARTICLES OF INCORPORATION  
OF  
MEDISOFT, INC.**

**FILED**  
96 JUL -1 AM 10:04  
SECRETARY OF STATE  
TALLahassee, FLORIDA

**Article 1  
Name**

The name of this corporation is:

**MEDISOFT, INC.**

**Article 2  
Duration: Effective Date**

This corporation shall exist perpetually, commencing July 1, 1996.

**Article 3  
Purposes**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**Article 4  
Capital Stock**

This corporation shall be authorized to issue One Million (1,000,000) shares of Common Stock, each having a par value of One Cent (\$.01).

**Article 5  
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation shall be Feather Sound Corporate Center II, 13577 Feather Sound Drive, Suite 190, Clearwater, Florida 34622. The name of the initial registered agent of this corporation at that address shall be L. James Dickson.

**Article 6  
Principal Office and Mailing Address**

The principal office, and mailing address, of this corporation shall be:

2106 Drew Street, Suite 103  
Clearwater, Florida 34625

**Article 7**  
**Initial Board of Directors**

The number of directors comprising the full Board of Directors of the corporation shall initially be one (1). The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1). The name and address of the sole initial director comprising the first Board of Directors of this corporation is as follows:

Scott C. Dresden, M.D.  
10 Old Jackson Highway, No. 48  
Hastings on Hudson, New York 10706

**Article 8**  
**Incorporator**

The name and address of the person signing these Articles of Incorporation as the incorporator is:

L. James Dickson, Esq.  
L. James Dickson, P.A.  
Feather Sound Corporate Center II  
13577 Feather Sound Drive, Suite 190  
Clearwater, Florida 34622

**Article 9**  
**Bylaws**

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**Article 10**  
**Amendment**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this June 27, 1996.

  
\_\_\_\_\_  
L. JAMES DICKSON  
Incorporator

FILED

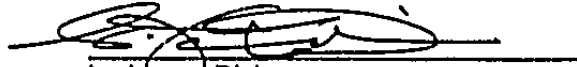
**ACCEPTANCE AND ACKNOWLEDGMENT**

96 JUL -1 AM 10:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I hereby accept appointment as registered agent. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, *Florida Statutes*.

Date: June 27, 1996



L. James Dickson  
Registered Agent

996000055815

L. JAMES DICKSON, P.A.  
ATTORNEY AT LAW

4707 140<sup>TH</sup> AVENUE NORTH, SUITE 300  
CLEARWATER, FLORIDA 33702

MAILING ADDRESS:  
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CLEARWATER, FLORIDA 33702-0210

TEL: (813) 531-2715  
FAX: (813) 531-2610

August 22, 1997

VIA FEDEX

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100002276281--8  
-08/25/97--01117--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: ARTICLES OF AMENDMENT - MEDISOFT, INC.

Dear Madam or Sir:

Enclosed are two (2) originals of the Articles of Amendment to the Articles of Incorporation of Medisoft, Inc., a for profit corporation organized under Chapter 607, FLORIDA STATUTES, changing its corporate name to "Brainbow, Inc."

Also enclosed, is this firm's check in the amount of \$35.00 for the filing fee.

Please return an original stamped "Filed" copy to me for my client's records.

Your cooperation is appreciated.

Very truly yours,



L. James Dickson

Enclosures

FILED  
97 AUG 25 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Joe  
9/4

n/c Amend

**FILED**  
97 AUG 25 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
MEDISOFT, INC.**

**1 Amendment.**

Article 1 of the Articles of Incorporation of Medisoft, Inc., a Florida corporation organized pursuant to the provisions of the Florida Business Corporation Act, Chapter 607 FLORIDA STATUTES, is hereby amended to read in its entirety as follows:

**Article 1  
Name**

The name of this corporation is: **Brainbow, Inc.**

**2 Date of Adoption.**

The foregoing amendment was adopted on August 1, 1997.

**3 Shareholder Approval.**

The number of votes cast for the amendment by the shareholders was sufficient for approval.

**IN WITNESS WHEREOF**, these Articles of Amendment have been executed as of August 1, 1997.

  
\_\_\_\_\_  
**SCOTT C. DRESDEN, M.D.**  
President