

Berger
Davis &
Singer
Professional Association

100 N.E. Tenth Avenue
Tallahassee, Florida 32309
Phone: 904.523.0990
Fax: 904.523.0997

OCT 29 PM 2:01

DIVISION OF CORPORATION

October 28, 1997

VIA HAND DELIVERY

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: EDGEMED SOLUTIONS, INC.
Our File No. 4469.001

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Articles of Incorporation and the \$35.00 fee for filing the designation of registered agent.

Sincerely,

3000002333053--0

-10/29/97-01102-014

****122.50 ****122.50

BERGER DAVIS & SINGERMAN

Laurie O'Connor

Laurie O'Connor

Assistant to Franklin H. Caplan

Enc.

[Signature] 10/29

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EDGEMED SOLUTIONS, INC.,
A FLORIDA CORPORATION**

The undersigned, acting as incorporator of a Florida corporation (the "Corporation"), hereby makes, executes and acknowledges these Articles of Incorporation pursuant to the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is EDGEMED SOLUTIONS, INC.

**ARTICLE II
ADDRESS**

The street address of the initial principal office of the Corporation, and the Corporation's initial mailing address, is 3275 West Hillsboro Boulevard, Suite 300, Deerfield Beach, Florida 33442.

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation's corporate existence shall begin on the date these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE IV
PURPOSE**

The Corporation is organized for the purpose of engaging or transacting in any and all lawful businesses or activities for which corporations may be incorporated under the laws of the State of Florida or under the laws of any other jurisdiction.

**ARTICLE V
CAPITAL STOCK**

The Corporation is authorized to issue Five Thousand (5,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 100 N.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is Franklin H. Caplan.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

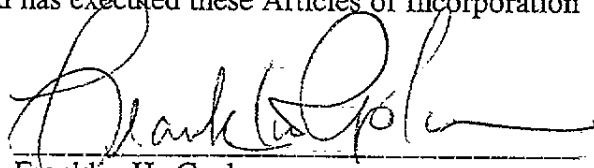
The affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by and under the authority of a Board of Directors. The Corporation initially shall have one Director to hold office until the first annual meeting of shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Gary Kurstin	3275 West Hillsboro Boulevard Suite 300 Deerfield Beach, Florida 33442

**ARTICLE IX
INCORPORATOR**

The name of the incorporator is Franklin H. Caplan, and the mailing address of the incorporator is 100 N.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33301.

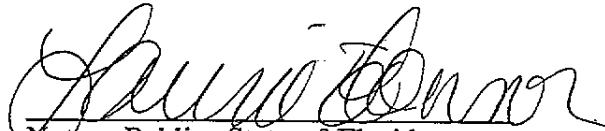
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of October, 1997.



Franklin H. Caplan
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged and subscribed to before me this 28th day of October, 1997, by Franklin H. Caplan, who is personally known to me.



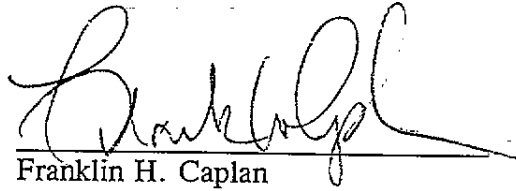
Notary Public, State of Florida



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of EDGEMED SOLUTIONS, INC. as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of EDGEMED SOLUTIONS, INC.

Dated this 28th day of October, 1997


Franklin H. Caplan
Initial Registered Agent

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TALLAHASSEE, FLORIDA