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FROM: HOLLAND & KNIGHT

FAX NO.: 407 244 5288

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BASIC AMENDMENT

MEDICOMP, INC.

Certificate of Status	0
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Amended & Restated

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*Articles
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEDICOMP, INC.**

In accordance with Section 607.1007 of the Florida Statutes, the Articles of Incorporation of MEDICOMP, INC. a Florida corporation (the "Corporation"), are hereby amended and restated (the "Amended and Restated Articles of Incorporation") to read in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation shall be: MEDICOMP, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of the business shall be:

7845 Ellis Road
Melbourne, Florida 32904

ARTICLE III. 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 IV. CAPITAL STOCK

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 2,000,000 shares of common stock, having a par value of \$0.01 per share, and 1,500 shares of preferred stock, having a par value of \$500.00 per share. The consideration to be paid for each share of common stock and preferred stock shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

The preferred shares shall entitle the holders thereof to receive out of the surplus of the Corporation a non-cumulative dividend at the rate of six percent (6%) per annum payable annually, as and when the board of directors determines, before any dividends shall be set apart or paid on the common shares for such year, and the remainder of the surplus or net earnings applicable to the payment of dividends shall

This Instrument Prepared By:
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be distributed as dividends among the holders of the common shares, as and when the board of directors determines. If less than the full preferential dividend (including no dividend) is paid to the holders of preferred shares in any calendar year, the unpaid amount shall lapse and shall not cumulate and add to the preferential dividends in any subsequent year, whether or not the earnings of the Corporation were sufficient to cover the preferential dividend in the year in which it was not fully paid.

The holders of preferred shares shall not have voting rights or any other rights except those expressly set forth in this Article.

In case of liquidation, dissolution or distribution of assets of the Corporation, the holders of preferred shares shall be paid the par amount of such preferred shares before any amount shall be payable to the holders of the common shares; and after the payment of the par amount of such preferred shares to the holders thereof, the balance of the assets and funds of the Corporation shall be distributed wholly among the holders of the common shares. The consolidation or merger of the Corporation at any time, or from time to time, with any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be construed as a dissolution, liquidation, or winding up of the Corporation within the meaning hereof.

The Corporation shall have the right to redeem its preferred shares, or any number of shares thereof, issued and outstanding, at any time by paying to the holders thereof the par amount plus the amount of any declared but unpaid dividends at the time of redemption.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The board of directors of the Corporation shall consist of not less than one (1) nor more than seven (7) members, the exact number to be fixed from time to time pursuant to the bylaws of the Corporation.

ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to alteration, amendment or repeal by the directors.

ARTICLE VIII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Amended and Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. Every amendment shall be approved by a majority of the board of directors proposed by them to the shareholders and approved at a shareholders meeting by the holders of a majority of the common shares entitled to vote on the matter.

The foregoing Amended and Restated Articles of Incorporation were adopted by means of a unanimous written consent of the Board of Directors of the Corporation dated February 12, 1999, and by written consent of the shareholders dated February 12, 1999, in accordance with the terms of Sections 607.0821 and 607.0704 of the Florida Statutes.

MEDICOMP, INC.

By: R. A. Balda
Ricardo A. Balda, President

ORLI-249021.1/5222

**CERTIFICATE TO AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF MEDICOMP, INC.**

The undersigned, Ricardo A. Balda, President of MEDICOMP, INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The Board of Directors of the Corporation recommended by written consent dated February 12, 1999, that the shareholders of the Corporation approve, and the shareholders approved by written consent dated February 12, 1999, the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto in accordance with Sections 607.1003 and 607.1006 of the Florida Statutes, the number of votes cast for the amendment by the shareholders being sufficient for such approval.
2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007, Florida Statutes.

MEDICOMP, INC.

By:

R. A. Balda

Ricardo A. Balda, President