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BURR & FORMAN LLP

POST OFFICE BOX 830719
BIRMINGHAM, ALABAMA 35283-0719
(205) 251-3000

KAREN FOWLER
LEGAL ASSISTANT
DIRECT DIAL (205) 458-5283

WRITER'S OFFICE:
SUITE 3100, SOUTHRUST TOWER
420 NORTH TWENTIETH STREET
BIRMINGHAM, ALABAMA 35203
FACSIMILE (205) 458-5100

May 13, 1997

VIA FEDERAL EXPRESS

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

RE: Strategic Medical, Inc.

Dear Sir or Madam:

Enclosed please find two copies of the Amended Certificate of Authority along with the Certificate from the State of Delaware evidencing the name change to be filed in your office. I have also enclosed my firm's check in the amount of \$35.00 for the filing fee. Also, please note that the address of the corporation has changed. The new address is 1400 Urban Center Drive, Suite 250, Birmingham, Alabama 35242. If you should have any questions, please do not hesitate to call me.

Very truly yours,

Karen

Karen Fowler
Legal Assistant

Enclosures

cc: Gene T. Price, Esq.

SH 5/20
NC

FILED
97 MAY 14 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

443035.1

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
97 MAY 14 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Strategic Medical Systems, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. November 21, 1996
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 21, 1997
5. Strategic Medical, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

R. Craig Fetner
Signature

5/8/97
Date

R. Craig Fetner
Typed or printed name

President
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "STRATEGIC MEDICAL SYSTEMS, INC.", CHANGING ITS NAME FROM "STRATEGIC MEDICAL SYSTEMS, INC." TO "STRATEGIC MEDICAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MARCH, A.D. 1997, AT 3:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2593520 8100

971152627

AUTHENTICATION

DATE

8459034

05-09-97

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 03/21/1997
971094177 - 2593320

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
STRATEGIC MEDICAL SYSTEMS, INC.
(CHANGING THE NAME OF SAID CORPORATION
TO STRATEGIC MEDICAL, INC.)**

Pursuant to the provisions of Section 242 and 245 of the Delaware Corporation Law, Strategic Medical Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify.

FIRST: The name of the Corporation is Strategic Medical Systems, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was February 16, 1996.

SECOND: That the Board of Directors of the Corporation, at a meeting held on February 17, 1997 unanimously adopted the following resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended in its entirety so that it reads as follows and that said Restated Certificate of Incorporation be submitted to the shareholders of the Corporation at the next shareholders meeting for their approval and adoption:

**SECOND RESTATED
CERTIFICATE OF INCORPORATION
OF
STRATEGIC MEDICAL, INC.**

FIRST: The name of the corporation is STRATEGIC MEDICAL, INC.

SECOND: The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The Capital Stock of the Corporation shall be designated as follows:

4.1 The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is sixty million (60,000,000) shares, of which (a) fifty million (50,000,000) shares shall be designated "Voting Common Stock", having a par value of \$0.01 per share, and (b) ten million (10,000,000) shares shall be preferred stock. One million shares of the preferred stock shall be designated "Class A Voting Preferred Stock", with a par value of \$0.01 per share, such shares being originally designated "Voting Preferred Stock" in a resolution by the Board of Directors dated February 23, 1996, the rights and preferences of which are set forth in Sections 4.3 through 4.7 hereof.

4.2 Subject to the laws of the State of Delaware, and in accordance with the Certificate of Incorporation and the By-Laws of the Corporation, as any of the foregoing may be amended, the Board of Directors may, from time to time, declare and the Corporation may pay dividends on its outstanding shares in cash, property or its own shares.

4.3 The holders of the Class A Voting Preferred Stock shall have a right to receive a cumulative cash dividend of \$.3675 per share per annum beginning on December 31, 1996 (for partial years, the dividend shall be prorated by dividing .3675 by 365 and multiplying that result by the number of days such share was held by a particular shareholder), before any dividends will be paid or set apart for payment on the Voting Common Stock; and unless full cumulative dividends on the Class A Voting Preferred Stock for all past years and for the current year have been declared, and the Corporation has paid those dividends or has set aside a sum sufficient to pay them, no dividends will be paid to the holders of the Voting Common Stock. Any declared and unpaid dividends on Class A Voting Preferred Stock shall not bear interest.

4.4 In addition to the preferred dividend on the Class A Voting Preferred Stock, the holders of Class A Voting Preferred Stock shall be entitled to participate with the Voting Common Stock with respect to the declaration, payment and setting apart of dividends related to the Voting Common Stock, and each share of Class A Voting Preferred Stock will be treated as if it were a share of Voting

Common Stock in connection with the declaration, payment and setting apart of dividends on the Voting Common Stock.

4.5 The shares of Class A Voting Preferred Stock of the Corporation may, at the option of the holder thereof, be converted into shares of Voting Common Stock of the Corporation, upon the following terms:

(a) Any holder of any shares of Class A Voting Preferred Stock (a "Class A Preferred Stockholder") desiring to avail itself of the option to convert its shares as herein provided, shall deliver, duly endorsed in blank, the certificate or certificates representing the shares to be converted to the Secretary of the Corporation at its office, and at the same time notify the Secretary in writing over the signature of such Class A Preferred Stockholder that it desires to convert its shares into shares of Voting Common Stock pursuant to these provisions.

(b) Upon receipt by the Secretary of a certificate or certificates representing shares of Class A Voting Preferred Stock and a notice that the holder thereof desires to convert the same, the Corporation shall forthwith cause to be issued to the Class A Preferred Stockholder, surrendering the same, one and one-fourth (1.25) shares of Voting Common Stock for every one (1) share of Class A Voting Preferred Stock surrendered, and shall deliver to such Class A Preferred Stockholder a certificate in due form for such shares of Voting Common Stock.

(c) Fractional shares may be issued, if necessary, to accomplish the foregoing conversions in accordance with such conversion ratios.

4.6 Upon resolution by its Board of Directors on or after January 1, 1998, the Corporation may redeem its Class A Voting Preferred Stock, or any number of shares thereof, issued and outstanding, by issuing to the holders thereof one and one-fourth (1.25) shares of Voting Common Stock for every one (1) share of Class A Voting Preferred Stock redeemed, and shall deliver to such holder a certificate in due form for such shares of Voting Common Stock. Fractional shares may be issued, if necessary, in order to accomplish the foregoing redemptions in accordance with the stated

redemption ratios. Notwithstanding the foregoing, no shares of Class A Voting Preferred Stock shall be redeemed by the Corporation unless full cumulative dividends on such Class A Voting Preferred Stock to be redeemed for all past years and for the current year have been declared, and the Corporation has paid those dividends or has set aside a sum sufficient to pay them. Notwithstanding the foregoing, the Corporation shall not apply its stated capital or any funds toward the redemption of such stock where the effect or any such redemption and application of stated capital or any funds thereto shall be in violation of the General Corporation Law of Delaware. The board of Directors of the Corporation shall have full power and discretion to select from the outstanding Class A Voting Preferred Stock of the Corporation particular shares for redemption, and its proceedings in this connection shall not be subject to attack except for actual and intentional fraud. In all instances, the Board shall have complete authority to determine upon and take the necessary proceedings fully to effect the redemption of the shares selected for redemption, and the cancellation of the certificates representing such shares. Upon the completion of such proceedings, the rights of holders of the shares of such Class A Voting Preferred Stock which have been redeemed and called in shall in all respects cease, except that such holders shall be entitled to receive the shares of Voting Common Stock in the ratios heretofore stated for their respective shares.

4.7 If the Corporation is liquidated or dissolved, the holders of the Class A Voting Preferred Stock, if any, shall have a preference. If, after payment of all costs and expenses of liquidation and obligations to creditors, there are assets remaining, the holders of the Class A Voting Preferred Stock, if any, shall be entitled to first receive, in the aggregate, a preferred distribution of assets equal to Five dollars and twenty-five cents (\$5.25) multiplied by the total number of shares of Class A Voting Preferred Stock then issued and outstanding, plus any accumulated and unpaid dividends attributable to such shares. Thereafter, holders of Voting Common Stock and holders of Class A Voting Preferred Stock, regardless of class, shall be entitled to share ratably in the assets remaining.

4.8 Holders of Voting Common Stock and holders of Class A Voting Preferred Stock are entitled to one vote for each share held by such shareholder on all matters subject to shareholder vote. All other limitations and relative rights of each class of stock shall be

described in the resolution or resolutions adopted by the Board of Directors pursuant to the power expressly vested in it in Section 4.2.

FIFTH: The name of the incorporator is R. Craig Fetner, and the mailing address of such incorporator is 2 Chase Corporate Drive, Suite 260, Birmingham, Alabama 35244.

SIXTH: The directors shall have power to make, alter or repeal by-laws, except as may otherwise be provided in the by-laws.

SEVENTH: Elections of directors need not be by written ballot, except as may otherwise be provided in the by-laws.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in any applicable statute) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability which would otherwise exist under applicable law (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of, or adoption of any provision of this Certificate of Incorporation inconsistent with, this Article TENTH by the stockholders of the corporation or in any other manner as may be permitted by law shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal, modification or adoption.

THIRD: That the holders of each class of the Corporation's shares of stock voted in favor of said amendment and restatement at a meeting of the shareholders duly called for such purpose and held on March 3, 1997.

FOURTH: That the aforesaid Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by, R. Craig Fetner its President, this 20th day of March, 1997.

STRATEGIC MEDICAL SYSTEMS, INC.
(TO BE HEREAFTER KNOWN AS
STRATEGIC MEDICAL, INC.)

By: 
R. Craig Fetner, President