

# 2000 UNIFORM BUSINESS REPORT (UBR)

**FILED**  
**May 16, 2000 8:00 am**  
**Secretary of State**

05-16-2000 90071 049 \*\*\*150.00

**DOCUMENT # F99000004490**

1. Entity Name  
**EMED GROUP, INC.**

Principal Place of Business      Mailing Address  
**2790 NORTH FEDERAL HIGHWAY, 4TH FLOOR**      **2790 NORTH FEDERAL HIGHWAY, 4TH FLOOR**  
**BOCA RATON FL 33431**      **BOCA RATON FL 33431-7720**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business      3. Mailing Address

Suite, Apt. #, etc.      Suite, Apt. #, etc.

City & State      City & State

Zip      Country      Zip      Country

4. FEI Number **06-1530460**      Applied For  Not Applicable

5. Certificate of Status Desired  **\$8.75 Additional Fee Required**

6. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM**  
**1200 SOUTH PINE ISLAND ROAD**  
**PLANTATION FL 33324**

7. Name and Address of New Registered Agent

Name \_\_\_\_\_

Street Address (P.O. Box Number is Not Acceptable) \_\_\_\_\_

City \_\_\_\_\_ **FL** Zip Code \_\_\_\_\_

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating)

Signature, typed or printed name of registered agent and title if applicable      DATE

9. This corporation is eligible to satisfy its Intangible Tax filing requirement and elects to do so. (See criteria on back)

**FILE NOW!!! FEE IS \$150.00**  
**After MAY 1, 2000 Fee will be \$550.00**  
**Make Check Payable to Department of State**

10. Election Campaign Financing Trust Fund Contribution.  **\$5.00 May Be Added to Fees**

11. OFFICERS AND DIRECTORS	
TITLE	<b>P</b> <input type="checkbox"/> Delete
NAME	<b>AVERILL, PAUL</b>
STREET ADDRESS	<b>2790 NORTH FEDERAL HIGHWAY, 4TH FLOOR</b>
CITY-ST-ZIP	<b>BOCA RATON FL 33431</b>
TITLE	<b>SD</b> <input type="checkbox"/> Delete
NAME	<b>MARKOWITZ, VICTOR</b>
STREET ADDRESS	<b>2790 NORTH FEDERAL HIGHWAY, 4TH FLOOR</b>
CITY-ST-ZIP	<b>BOCA RATON FL 33431</b>
TITLE	<b>TD</b> <input type="checkbox"/> Delete
NAME	<b>SNYDER, DONALD</b>
STREET ADDRESS	<b>2790 NORTH FEDERAL HIGHWAY, 4TH FLOOR</b>
CITY-ST-ZIP	<b>BOCA RATON FL 33431</b>
TITLE	<b>D</b> <input type="checkbox"/> Delete
NAME	<b>CARUOLO, GEORGE D</b>
STREET ADDRESS	<b>2790 NORTH FEDERAL HIGHWAY, 4TH FLOOR</b>
CITY-ST-ZIP	<b>BOCA RATON FL 3343</b>
TITLE	<b>CD</b> <input type="checkbox"/> Delete
NAME	<b>SNOWDEN, GUY B</b>
STREET ADDRESS	<b>2790 NORTH FEDERAL HIGHWAY, 4TH FLOOR</b>
CITY-ST-ZIP	<b>BOCA RATON FL 3343</b>
TITLE	<b>D</b> <input type="checkbox"/> Delete
NAME	<b>RUBIN, GERALD</b>
STREET ADDRESS	<b>2790 NORTH FEDERAL HIGHWAY, 4TH FLOOR</b>
CITY-ST-ZIP	<b>BOCA RATON FL 3343</b>

12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
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TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 11 or Block 12 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: W S H      Date: 4/20/00 (561) 750-2229

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR      Daytime Phone #

CR2E034 (9/99)

#F99000004490  
A0059302

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
**MedeWorks, Inc.**

Pursuant to Section 242 of the Delaware General Corporation Law

MedeWorks, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), pursuant to Section 242 of the Delaware General Corporation Law, hereby certifies as follows:

1. The Board of Directors of the Corporation, at a special meeting held on February 24, 2000, duly adopted the following resolutions in accordance with the provisions of Sections 141 and 242 of the Delaware General Corporation Law, approving the following amendment to the Corporation's Certificate of Incorporation, as amended:

**RESOLVED:** That it is in the best interests of the Corporation to increase the number of authorized shares of the Corporation's Common Stock, \$.01 par value per share, Class B Common Stock, \$.01 par value per share, and Preferred Stock, \$.01 par value per share, to 10,000,000, 1,000,000 and 1,000,000 shares, respectively;

**RESOLVED:** That, in order to increase the number of authorized shares of the existing classes of stock, Article FOURTH of the Certificate of Incorporation of the Corporation be amended to effect the foregoing increases as follows:

"FOURTH: This corporation is authorized to issue three classes of stock to be designated, respectively "Common Stock", "Class B Common Stock" and "Preferred Stock." The total number of shares that this corporation is authorized to issue is Twelve Million (12,000,000) shares:

Ten Million (10,000,000) shares shall be Common Stock, having a par value of \$.01 per share,

One Million (1,000,000) shares shall be Class B Common Stock, having a par value of \$.01 per share, and

One Million (1,000,000) shares shall be Preferred Stock, having a par value of \$.01 per share."

2. The foregoing amendment to the Certificate of Incorporation was duly adopted by a majority of the stockholders of the Corporation by written consent given in accordance with Section 228 of the Delaware General Corporation Law pursuant to the provisions of Section 242