

G84686

CT CORPORATION SYSTEM

CORPORATION(S) NAME

MedWare Solutions, Inc.

formerly: DVW, Inc.

FILED
2002 JAN 15 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
		<i>New Name</i>
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 JAN 15 PM 3:12
DIVISION OF CORPORATION

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/15/02

FILE SECOND

Order#: 5047952

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-01/16/02-01001-006
*****43.75 *****43.75

Ref#: _____

Amount: \$ _____

Amend Restate
N.C.
C. Coallier JAN 15 2002

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

ARTICLES OF AMENDMENT AND RESTATEMENT

To the Secretary of State of the State of Florida:

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation hereby amends and restates its Articles of Incorporation to supersede the Articles of Incorporation and any and all prior amendments thereto and certifies as follows:

- I. The name of the corporation is DVW, Inc.
- II. The text of the Amended and Restated Articles of Incorporation is as follows:

"1. The name of the corporation is MedWare Solutions, Inc.

2. This corporation shall exist perpetually commencing on February 13, 1984

3. The street address of the corporation's principal office is:

1055 North Dixie Freeway, Suite 2
New Smyrna Beach, Florida 32168

4. The number of shares of stock the corporation is authorized to issue is 7,000 shares of common stock, \$1.00 par value per share.

5. The shareholders of the corporation shall not have preemptive rights.

6. To the fullest extent permitted by the Florida Business Corporation Act as in effect on the date hereof and as hereafter amended from time to time, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended from time to time. Any repeal or modification of this Article 6 by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

7. This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation."

III. The Amended and Restated Articles of Incorporation as set forth above contain amendments requiring shareholder approval. The Amended and Restated Articles of Incorporation were duly approved and adopted by the shareholders of the corporation on January 11, 2002. The number of

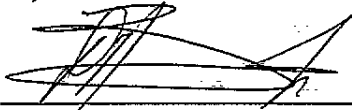
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TALLAHASSEE, FLORIDA

votes cast for the adoption of the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

[Signature page to follow.]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment and Restatement as of the 11th day of January, 2002.

DVW, INC.

By: 
Name: David F. Bacon, Jr.
Title: President