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Registrations

STRAWN MONAGHAN COHE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

SCM ALLIANCE, INC.

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Page Count	03
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
SCM ALLIANCE, INC.

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The undersigned incorporator, for the purpose of forming a nonprofit, nonstock corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation.

Article I
Name

The name of this Corporation is SCM ALLIANCE, INC.

Article II
Principal Office

The address of the principal office and mailing address of the Corporation shall be: 2815 South Seacrest Boulevard, Boynton Beach, FL 33435.

Article III
Purpose

The Corporation is organized and will be operated for the purposes of providing services to its member hospitals on a cooperative basis. The services to be provided by the Corporation shall include, but need not be limited to, group purchasing services. The Corporation may conduct activities with or for nonmembers so long as those activities are merely incidental to the Corporation's principal purposes. In carrying out its business, the Corporation shall have all of the powers granted to not-for-profit corporations under Florida law.

Article IV
Patronage Refunds

Not later than the 15th day of the eighth (8th) month after the end of each fiscal year of the Corporation, the Board of Directors shall allocate or pay to the members of the Corporation an amount equal to the excess of the Corporation's revenues, earned from the sale or supply of products or services to members or other business with or for members, over the sum of the Corporation's costs of operations associated with such products or services; provided, the Corporation may retain an amount for such purposes as retiring

TIMOTHY E. MONAGHAN, ESQ.
STRAWN MONAGHAN & COHEN, P.A.
54 N. E. 4TH AVENUE
DELRAY BEACH, FL 33483
(561) 278-9400
FLA. BAR NO. 699871
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indebtedness, expanding the services of the organization, or for any other necessary purpose and allocates such amounts to its patrons. Said payments or allocations shall be made to each member of the Corporation on the basis of that member's patronage during the fiscal year and shall be paid or allocated to members in cash, Qualified Written Notices of Allocation, or in Nonqualified Written Notices of Allocation (as those terms are defined in section 1388 of the Internal Revenue Code of 1986). The Corporation shall also pay patronage dividends to nonmember patrons pursuant to patronage agreements entered into by the Corporation and any nonmember patron. Notwithstanding anything to the contrary, patronage dividends shall not constitute "dividends" or "distributions" under applicable corporation law..

Article V
Period of Existence

The period of existence of the corporation shall be perpetual.

Article VI
Membership

The names of the initial members of the Corporation, the terms governing the admission of new members, and the rights and limitations of the members shall be as set forth in the Bylaws of the Corporation.

Article VII
Directors

The affairs of the Corporation shall be managed by a Board of Directors. The method of election of the directors shall be as stated in the Bylaws.

Article VIII
Agent for Service of Process

The street address of the registered office of the Corporation is 54 N.E. 4th Avenue, Delray Beach, FL 33483. The name of the Corporation's resident agent at such address is Timothy E. Monaghan, Esq.

Article IX
Amendment of Articles

Amendments of these articles may be made in the manner authorized by law at the time of the amendment. Amendments shall be adopted only upon the vote of two-thirds (2/3) of all the members of the Corporation.

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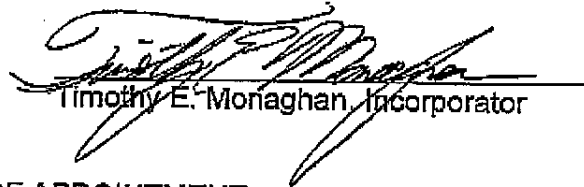
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Written notice shall be given of any annual or special meeting at which an amendment of these Articles is to be considered or voted upon. Such notice shall set forth the proposed amendment or a summary of the changes to be effected thereby, and shall be given to each member within the time and in the manner provided in the Corporation's Bylaws for the giving of notice of the meeting at which the amendment is to be considered or voted upon.

Article X
Incorporator

The name and street address of the incorporator to these Articles of Incorporation is: Timothy E. Monaghan, Esq., Strawn, Monaghan & Cohen, P.A., 54 N.E. 4th Avenue, Delray Beach, FL 33483.

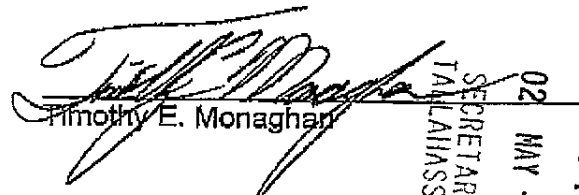
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of May, 2002.


Timothy E. Monaghan, Incorporator

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT OF
SCM ALLIANCE, INC.

Pursuant to Section 617.0501 of the Florida Statutes, the undersigned hereby accepts appointment as the registered agent of SCM ALLIANCE, INC. (the "Corporation") to accept service of process for the Corporation at its registered office located at 54 N.E. 4th Avenue, Delray Beach, FL 33483. 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 registered agent.

Dated: 5/8/02


Timothy E. Monaghan

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May 8, 2002

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