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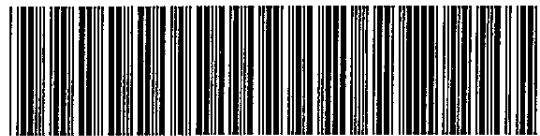
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Ooulliette JUL 08 2003



2103 Coral Way, Suite 202
Miami, FL 33145
Office: (305) 856-4228
Fax: (305) 856-3371

June 27, 2003

State of Florida
Division of Corporations
P.O. Box 6327
32314 Tallahassee, FL
Attn: Amendments Section

Re: Amended Articles of Incorporation

Dear Sir or Madam:

Enclosed please find a copy of the Amended and Restated Articles of Incorporation of Web CD Exchange, Inc. together with a check in the amount of \$43.75 to cover the \$35 filing fee and \$8.75 for a certified copy of this document to be returned to us.

Thank you.

Sincerely

A handwritten signature in black ink, appearing to read "William R. Burdette", with a long horizontal line extending to the right.

William R. Burdette
Chairman and Chief Operating Officer

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEB CD EXCHANGE, INC.**

June 25, 2003

Document Number of Corporation: P00000050170

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WEB CD EXCHANGE, INC.**

Document Number of Corporation: P00000050170

Web CD Exchange, Inc. (the "Corporation") was duly organized as a Florida corporation on May 22, 2000, pursuant to Articles of Incorporation which were duly filed with the Florida Secretary of State on that date. Pursuant to the provisions of Section 607.1007, the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to supersede the Articles of Incorporation of the Corporation as follows:

ARTICLE I

Name

The name of the Corporation is: **Web CD Exchange, Inc.**

ARTICLE II

Principal Office and Mailing Address

The address of the Corporation's principal office and its mailing address are: 2103 Coral Way, Suite 202, Miami, FL 33145

ARTICLE III

Duration and Commencement of Corporate Existence

The Corporation shall exist perpetually. The corporate existence commenced upon filing of the Articles of Incorporation on May 22, 2000.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue ten million (10,000,000) shares of common stock of the Corporation having no par value and one million (1,000,000) shares of preferred stock.

ARTICLE V

Nature of the Business

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VI

Registered Agent and Office

The name of the registered agent of the Corporation is: Jorge H. Coloma, 2103 Coral Way, Suite 202, Miami, FL 33145.

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TALLAHASSEE, FLORIDA

ARTICLE VII

Incorporator

The name and address of the initial registered agent of the Corporation was: Jorge H. Coloma, 2103 Coral Way, Suite 202, Miami, FL 33145.

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders of the Corporation.

ARTICLE IX

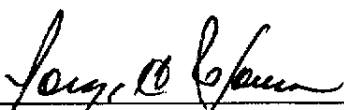
Indemnification

The Corporation shall indemnify, to the full extent permitted by law, the Incorporator and any officer and director of the Corporation.

The undersigned hereby certifies as of the hereof that the foregoing Amended and Restated Articles of Incorporation of the Corporation were duly approved and adopted by the unanimous joint written consent of the Directors of the Corporation who also represent a majority in interest of the shareholders of the Corporation, all in accordance with the Florida Statutes and Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has caused these Amended and Restated Articles of Incorporation to be duly executed as of the ____ day of June, 2003.

WEB CD EXCHANGE, INC.

By: 
Jorge H. Coloma, President