

P02000020463 HEALTHCENTRICS

August 21, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Restatement of Articles of Incorporation
HealthCentrics, Inc.
P0200020463

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-08/27/02--01012--001
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find two (2) originals of the "Restated Articles of Incorporation of HealthCentrics, Inc." to be filed as a complete restatement of the original filing along with a check for the filing fee in the amount of \$35. Upon your filing of these restated Articles, please return one of the originals enclosed with a "Filed Stamp" for our files to our administrative office at:

HealthCentrics, Inc.
1226 Tech Boulevard
Tampa, FL 33619

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at either (813) 635-2004 or (727) 204-0522.

Sincerely,


Frank W. Barker, Jr., CPA
It's Chief Financial Officer

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02 SEP -6 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P02000020463
Restated
on 9-6-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 3, 2002

HEALTHCENTRICS, INC.
% FRANK BARKER, JR.
1226 TECH BLVD.
TAMPA, FL 33619

SUBJECT: HEALTHCENTRICS, INC.
Ref. Number: P02000020463

We have received your document for HEALTHCENTRICS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 202A00050807



HEALTHCENTRICS

September 6, 2002

Carol Mustain
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Restatement of Articles of Incorporation
HealthCentrics, Inc.
P0200020463

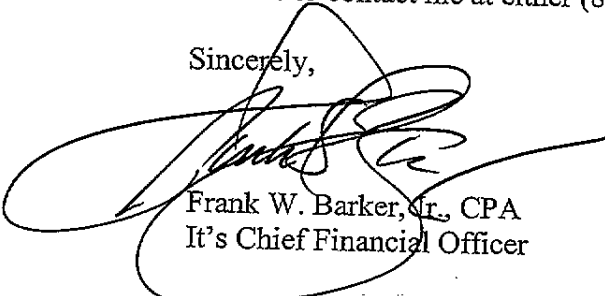
Dear Carol:

Enclosed please find two (2) originals of the "Restated Articles of Incorporation of HealthCentrics, Inc." with the modifications you and I verified over the phone, and as indicated on your letter, which is also enclosed. Upon your filing of these restated Articles, please return one of the originals enclosed with a "Filed Stamp" for our files to our administrative office at:

**HealthCentrics, Inc.
1226 Tech Boulevard
Tampa, FL 33619**

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at either (813) 635-2004 or (727) 204-0522.

Sincerely,



Frank W. Barker, Jr., CPA
It's Chief Financial Officer

The following Restated Articles of Incorporation of HealthCentrics, Inc., a Florida Corporation replace those Electronic Articles of Incorporation filed February 22, 2002 Document Number P0200020463. This restatement was adopted by the Board of Directors on July 12, 2002 and does not contain any amendment requiring shareholder approval.

RESTATED ARTICLES OF INCORPORATION

OF

HEALTHCENTRICS, INC.

ARTICLE I - NAME

The name of this Corporation is **HEALTHCENTRICS, INC.**

ARTICLE II - NATURE OF BUSINESS

This Corporation is organized primarily to facilitate development and commercialization of an Application Service Provider (ASP) medical practice management system, healthcare online software applications, and to engage in or transact any or all other lawful business permitted under the laws of the State of Florida or any other State and of the United States.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 50,000,000 (fifty-million) shares of Common Stock having a par value of \$.001 (one, one-thousandth dollar) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation.

This Corporation is authorized to issue 20,000,000 (twenty-million) shares of Preferred Stock having a par value of \$.002 (two, one thousandth dollar) per share, which shares shall be and hereby are designated as "Preferred Shares." Without action by the shareholders, any or all of the authorized Preferred Shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation.

Each of the Common Shares shall have one vote on all matters coming before any meeting of the Shareholders or otherwise to be acted upon by Shareholders. No holder of any shares or shares of any class of capital stock of the Corporation shall have any preemptive right to subscribe for any shares of capital stock of any class of the Corporation now or hereafter authorized or for any security convertible

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

into or carrying any optional rights to purchase or subscribe for any shares of capital stock of any class of the Corporation now or hereafter authorized.

No provision of these Articles of Incorporation shall be deemed to deny to the Board of Directors the right, in its sole discretion, to grant to the holder of shares of any class of capital stock or any other securities of the Corporation now or hereafter authorized, at such prices and upon such other terms and conditions as the Board of Directors, in its sole discretion, may fix.

Dividends respecting any shares of the Corporation's capital stock shall be payable only out of earnings or assets of the Corporation legally available for the payment of such dividends and only as and when declared by the Board of Directors.

ARTICLE IV- TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of this Corporation in the State of Florida is 1226 Tech Blvd, Tampa, Florida 33619. The name of the initial Registered Agent of this Corporation at that address is Robert J. Kelly. The mailing address of this Corporation shall be 1226 Tech Blvd, Tampa, Florida 33619.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall initially have five (5) directors. The number of Directors may be increased or decreased from time to time as permitted according to the By Laws of this Corporation but in no event shall the number of Directors be reduced below one (1). The names and addresses of the Directors of this Corporation are:

Board of Directors

Chairman of the Board
Director

Name and Address

John Stanton
HealthCentrics, Inc.
1226 Tech Blvd
Tampa, Florida 33619

Vice Chairman of the Board
Director

Charles Broes
HealthCentrics, Inc.
1226 Tech Blvd
Tampa, Florida 33619

Director

James. A. "Chip" Strosnider, Jr.
HealthCentrics, Inc.
1226 Tech Blvd
Tampa, Florida 33619

Director

Leon H. Toups
HealthCentrics, Inc.
1226 Tech Blvd
Tampa, Florida 33619

Director

Dr. Rowena Sobczyk (elect)
HealthCentrics, Inc.
1226 Tech Blvd
Tampa, Florida 33619

ARTICLE VII - INCORPORATORS

The name and address of the incorporators of these "Restated Articles of Incorporation" are:

Name

Address

John Stanton

HealthCentrics, Inc.
1226 Tech Blvd
Tampa, Florida 33619

Charles Broes

HealthCentrics, Inc.
1226 Tech-Bld.
Tampa, Florida 33619

ARTICLE VIII - BY LAWS

The Board of Directors may repeal, amend or adopt By Laws for the Corporation pursuant to law and these Articles.

ARTICLE IX - AMENDMENTS

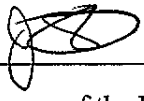
These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - SUBSCRIPTION


As of and by the execution of these Articles of Incorporation by the Incorporators, in consideration of the filing of and the premises and covenants contained in these Articles of Incorporation, the Incorporator hereby subscribe to purchase 6,710,571 (six-million, seven-hundred and ten thousand, five-hundred and seventy-one) shares of Common Stock at par value for an aggregate purchase price of \$6,711.00, the full payment of which is herein acknowledged. Said Common Shares shall be issued as specified below:

<u>Shareholders</u>	<u>Number of Shares</u>
Escape Velocity	4,593,750 (four-million, five-hundred and ninety-three thousand, seven-hundred and fifty) Common Shares
TB, LLC.	2,116,821 (two-million, one-hundred and sixteen thousand, eight-hundred and twenty-one) Common Shares

IN WITNESS WHEREOF, the undersigned Incorporators, being natural persons competent to contract, have hereunto set my hand and affixed my seal this 12 day of July 2002



John Stanton, one of the Incorporators, Chairman of the Board of Directors



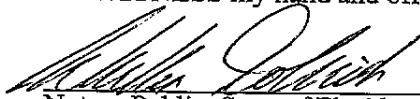
Charles Broes, one of the, Incorporators, Vice Chairman of the Board of Directors

(Seal)

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME personally appeared John Stanton, (one of the incorporators) known to me to be the person described in and who executed the foregoing Restated Articles of Incorporation of **HEALTHCENTRICS, INC.**, and he acknowledged before me that he signed such Restated Articles of Incorporation for the uses and purposes therein set forth.

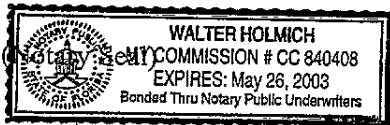
WITNESS my hand and official seal:



Notary Public, State of Florida at Large

7-12-02
(date)

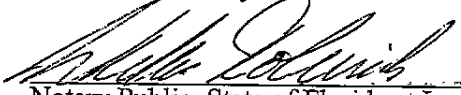
My Commission Expires: 26 MAY 03



**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME personally appeared Charles Broes, (one of the incorporators) known to me to be the person described in and who executed the foregoing Restated Articles of Incorporation of **HEALTHCENTRICS, INC.**, and he acknowledged before me that he signed such Restated Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal:



Notary Public, State of Florida at Large

7-12-02
(date)

My Commission Expires: 26 MAY 03

