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March 18, 2002

Secretary of State  
Corporate Charter Division  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Medmatch, Inc. - Articles of Incorporation

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-03/18/02--01061--003  
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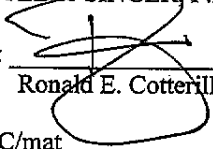
Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$78.75 for our corporate fees. Please file this Corporation with your office and return the Certificate of Incorporation to our office at the above address at your earliest possible convenience.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

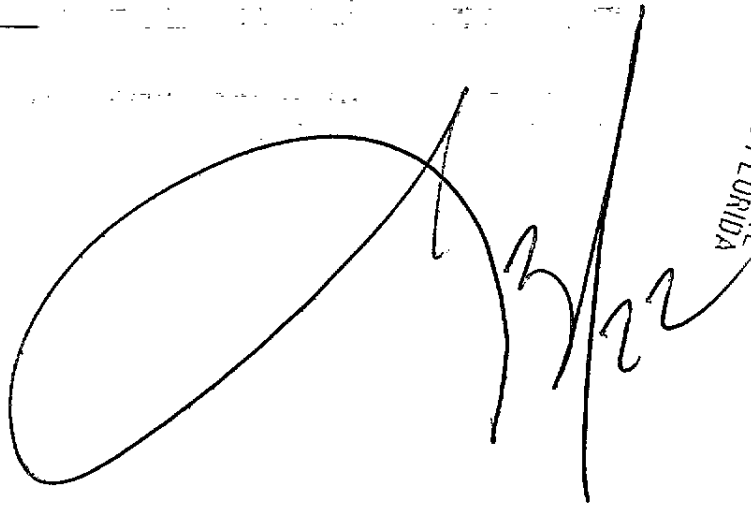
Sincerely,

KASS, SHULER, SOLOMON, SPECTOR  
FOYLE & SINGER, P.A.

By:   
Ronald E. Cotterill

REC/mat  
Enclosures

**FILED**  
02 MAR 18 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION  
OF  
MEDMATCH, INC.**

**FILED**  
02 MAR 18 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation by virtue of the laws of the State of Florida under the following proposed charter:

**ARTICLE I - NAME/ADDRESS**

The name of this corporation shall be MEDMATCH, Inc. and its business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and its principal place of business shall be 14502 N. Dale Mabry Hwy. Suite 200, Tampa, Florida 33618 or such other place as from time to time is designated.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

**ARTICLE III - PURPOSE**

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - STOCK CLAUSE**

The total number of shares that may be issued by the corporation is 1000 shares of common stock, with a par value of \$1.00 per share, which stock shall be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the by-laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services, or property.

## **ARTICLE VII - OFFICERS AND DIRECTORS**

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one member who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the by-laws, Shareholder's Agreement, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

<b><u>NAME AND ADDRESS</u></b>	<b><u>TITLE</u></b>
Andrea J. Conda 14502 N. Dale Mabry Hwy. Suite 200, Tampa, Florida 33618	Director

## **ARTICLE VIII - INCORPORATORS**

The name and address of the initial incorporator to these Articles is as follows: Andrea J. Conda, 14502 N. Dale Mabry Hwy. Suite 200, Tampa, FL 33618.

## **ARTICLE IX - REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered agent and office of this corporation is Andrea J. Conda, 14502 N. Dale Mabry Hwy. Suite 200, Tampa, FL 33618.

## **ARTICLE X - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

## **ARTICLE XI - POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted and the corporation shall be a Section 1244

corporation as defined under the Internal Revenue Code of the United States of America.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock herein above named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares herein above, and set my hand and seal this 1 day of March, 2002.

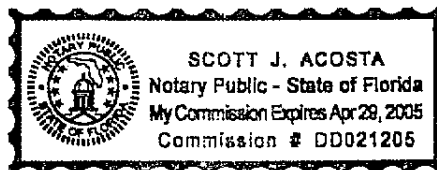
IN WITNESS WHEREOF, I have signed my name to these Articles of Incorporation this 1 day of March, 2002.

Andrea Conda  
ANDREA J. CONDA

STATE OF FLORIDA)  
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared Andrea J. Conda, who, after being first duly sworn, deposes and says that the things and matters contained in the foregoing Articles of Incorporation are true and correct and that she executed the same for the purposes and intents therein expressed. Sworn to and subscribed before me this 1 day of March, 2002.

Scott J. Acosta MY COMMISSION EXPIRES:  
NOTARY PUBLIC-STATE OF FLORIDA



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That MEDMATCH, INC., organized under the laws of the State of Florida, with its principal place of business located as indicated in these Articles of Incorporation in the City of Tampa, County of Hillsborough, State of Florida, has named Andrea J. Conda, as its agent to accept service of process within this State.

**ACCEPTANCE**

Having been named to accept service of process for the above named corporation, at the place designated in the above Articles of Incorporation, I hereby accept appointment in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
ANDREA J. CONDA

**FILED**  
02 MAR 18 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA