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To:
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Fax Number : (850)205-0380

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Account Name : GARY M. BERKSON, P.A.
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BASIC AMENDMENT
IPRACTICESOLUTIONS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

Appended & Reslated

Att.

10/9/02

DC

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
IPRACTICESOLUTIONS, INC.**

The undersigned, acting in his capacity as the President of IPRACTICESOLUTIONS, INC. (the "Corporation"), a Florida corporation, on behalf of the Corporation, hereby certifies:

1. The name of the Corporation is IPRACTICESOLUTIONS, INC. The Corporation's Articles of Incorporation were filed with the Florida Department of State on August 13, 2002 with an effective date of August 9, 2002.

2. The Articles of Incorporation are hereby amended and restated to read in their entirety as follows:

"ARTICLE I

Name. The name of the Corporation is IPRACTICESOLUTIONS, INC. (the "Corporation").

ARTICLE II

Principal Office and Mailing Address. The street address of the principal office and the mailing address of the Corporation is 1438 Sunset Lane, Casselberry, FL 32707 and its mailing address is P.O. Box 196755, Winter Springs, FL 32719-6755.

ARTICLE III

Business and Activities. The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

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ARTICLE V

Term of Existence. The Corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Agent. The street address of the registered office of the Corporation is 111 North Orange Avenue, Suite 1200, Orlando, Florida 32801 and the name of the registered agent of the Corporation at that address is GARY M. BERKSON.

ARTICLE VII

Number of Directors. The Board of Directors of the Corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the shareholders in accordance with the Bylaws of the Corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Board of Directors. The name and street address of each member of the Corporation's Board of Directors are as follows:

NameAddress

ANDREW P. DAIRE

1438 Sunset Lane
Casselberry, FL 32707

CARLOS RODRIGUEZ

1116 Redman Street, Apt. A
Orlando, FL 32839ARTICLE XI

Incorporator. The name and street address of each incorporator to these Articles of Incorporation are as follows:

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Name

Address

ANDREW P. DAIRE

1438 Sunset Lane
Casselberry, FL 32707

ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE XI

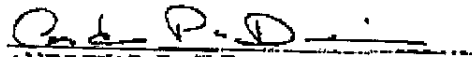
Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation."

3. These Amended and Restated Articles of Incorporation were duly approved and adopted in an action by written consent of each member of the Board of Directors of the Corporation pursuant to Florida Statutes Sections 607.0821 and 607.1005 without shareholder action and shareholder actions was not required

4. The date of adoption of these Amended and Restated Articles of Incorporation is September 18, 2002.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida this 9 day of October, 2002

IPRACTICESOLUTIONS, INC.



ANDREW P. DAIRE
President

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**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

IPRACTICESOLUTIONS, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. The name of the Corporation is IPRACTICESOLUTIONS, INC.
2. As designated in the Amended and Restated Articles of Incorporation filed with this certificate, the name and the Florida street address of the registered agent is:

GARY M. BERKSON
111 North Orange Avenue, Suite 1200
Orlando, Florida 32801

3. The street address of the registered office and the street address of the business office of the registered agent are identical.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent and to accept service of process for IPRACTICESOLUTIONS, INC. , I hereby accept the designation and agree to act as the Registered Agent of said Corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.



GARY M. BERKSON

Dated: September 7, 2002.

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