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SHUMAKER LOOP KENDRICK

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Division of Corporations

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

MEDSCAN, INC.

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DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	0
Page Count	12
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

MedScan, Inc.

(Amendment Prior to the Issuance of Shares)

FILED
03 JUL 11 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MedScan, Inc. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act (the "FBCA"), does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the FBCA hereby adopts these Amended and Restated Articles of Incorporation (the "Restated Articles"), which accurately restate and integrate the original Articles of Incorporation of the Corporation filed on June 12, 2003 and all amendments thereto.

II. The Restated Articles, including all amendments contained herein, were duly and unanimously approved and adopted by the Board of Directors of the Corporation on July 11, 2003, in accordance with the provisions of Section 607.1005 of the FBCA.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

ARTICLE I

NAME

The name of the Corporation is MedScan, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 5910 Cattleridge Road, Suite C, Sarasota, Florida 34232.

ARTICLE III

PURPOSE AND EFFECTIVE DATE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida. The Corporation's effective date of formation shall be June 12, 2003.

ARTICLE IV

CAPITAL STOCK

A. **Authorized Shares.** The total number of shares of capital stock of all classes that the Corporation will have the authority to issue is Six Hundred Thousand (600,000) shares, of which (i) Three Hundred Thousand (300,000) shares, of a par value of \$.001 per share, shall be a

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class designated as "Common Stock"; and (ii) Three Hundred Thousand (300,000) shares, of a par value of \$.001 per share, shall be designated as "Preferred Stock". The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

B. Common Stock. Each share of issued and outstanding Common Stock shall entitle the holder thereof to one vote for each matter with respect to which shareholders have the right to vote and to fully participate in all shareholder meetings. There shall be no cumulative voting. The liquidation rights of the holders of the Common Stock are subject to and qualified by the rights and preferences of the Preferred Stock as hereinafter set forth.

C. Preferred Stock. The Preferred Stock may be issued from time to time by the Board of Directors in one or more series. The Board of Directors is hereby expressly authorized to provide for the issuance of all or any of the remaining authorized shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, powers, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors of the Corporation providing for the issuance of such shares, insofar as they are not inconsistent with the provisions of these Restated Articles of Incorporation, and to the full extent permitted in accordance with the laws of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease the number of authorized shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of authorized shares of such series.

D. Series A Preferred and Series B Preferred. A series of Preferred Stock is hereby designated and known as "Series A Preferred Stock" and shall consist of Two Hundred Thousand (200,000) shares, \$.001 par value per share. A series of Preferred Stock is hereby designated and known as "Series B Preferred Stock" and shall consist of One Hundred Thousand (100,000) shares, \$.001 par value per share. The designations, preferences, privileges and powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the Series A Preferred Stock and the Series B Preferred Stock (sometimes hereinafter collectively referred to as the "Preferred Stock") shall be as follows:

1. Voting Rights.

(a) Except as otherwise required by the Florida Business Corporation Act or provided in these Restated Articles of Incorporation, the shares of Series A Preferred Stock shall be voted together with the shares of the Common Stock without distinction as to class or series at each annual or special meeting of shareholders of the Corporation, and may act by written consent in the same manner as the Common Stock. Each holder of a share of Series A Preferred Stock will be entitled to one vote for each share of Series A Preferred Stock held by such

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shareholder. Such determination shall be made with (1) respect to a meeting of the shareholders of the Corporation on the record date fixed for meeting, or (2) with respect to a written consent of the shareholders of the Corporation, on the effective date of such written consent. The Series B Preferred Stock shall have no voting rights hereunder.

(b) Except as expressly provided herein or as required by law, so long as any share of the Series A Preferred Stock remains outstanding, the Corporation shall not take any of the actions set forth in clauses (i) through (xviii) below, without the approval of the holders of shares of Series A Preferred Stock constituting at least a majority of the voting power of the shares of Series A Preferred Stock then outstanding.

(i) Except as provided below in this clause (i), designate, authorize or create, any class or series of equity securities or equity-backed securities of the Corporation or any subsidiary, including without limitation, capital stock (including any shares of treasury stock) or rights, options, warrants or other securities convertible into or exercisable or exchangeable for capital stock or any debt security which by its terms is convertible into or exchangeable for any equity security or has any other equity feature or any security that is a combination of debt and equity (collectively, "Equity Securities"); provided that the Corporation may issue (a) shares of Series A Preferred Stock pursuant to a Securities Purchase Agreement dated as of July 11, 2003 (the "Purchase Agreement"); (b) warrants for shares of Series B Preferred Stock to the purchasers of Series A Preferred Stock pursuant to the Purchase Agreement, and any shares of Series B Preferred Stock for which such warrants may be exercised; (c) warrants for shares of Common Stock issuable to the purchasers of Series A Preferred Stock pursuant to the Purchase Agreement, and any shares of Common Stock for which such warrants may be exercised; and (d) shares of Common Stock in connection with employee stock option plans and similar incentive plans approved by the Board of Directors.

(ii) In any manner alter or change the designations, preferences, privileges or powers or relative, participating, optional or other special rights or qualifications, limitations or restrictions of the Series A Preferred Stock or the Series B Preferred Stock;

(iii) Increase or decrease the aggregate number of authorized shares of Common Stock or Preferred Stock;

(iv) Authorize or issue, or obligate itself to authorize or issue, by reclassification or otherwise, any share of capital stock senior to, or on parity with, the Series A Preferred Stock with respect to designations, preferences, privileges or powers or relative, participating, optional or other special rights or qualifications, limitations or restrictions;

(v) Except pursuant to a redemption right set forth in these Restated Articles of Incorporation, redeem or obligate itself to redeem any of the Equity Securities of the Corporation or any subsidiary;

(vi) Effect, or obligate itself or any subsidiary to effect, any merger, sale, lease, assignment, transfer or other conveyance of more than fifty percent (50%) of

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the assets of the Corporation or such subsidiary, or any consolidation or merger involving the Corporation or such subsidiary, or any dissolution, liquidation or winding up of the Corporation or such subsidiary;

(vii) Effect an amendment or waiver of any provision of the Corporation's Restated Articles of Incorporation or By-laws;

(viii) Increase the number of members to sit on the Board of Directors to more than seven (7) members;

(ix) Declare or pay any dividends or make any distributions of any kind with respect to any outstanding Equity Securities of the Corporation or any subsidiary;

(x) Cause itself or any subsidiary to borrow funds, obtain credit, guarantee or assume indebtedness, except for trade accounts in the ordinary course of business or ordinary course draws under any revolving credit agreements;

(xi) Create any security interest in or any lien on the assets of the Corporation or any subsidiary, except in the ordinary course of business;

(xii) Enter or obligate itself or any subsidiary to enter into a lease, or incur a capital expense, in excess of \$50,000 annually, to the extent that such lease or expense is not part of a business plan or annual budget approved by the Board of Directors;

(xiii) Undertake any action that could cause the financial condition of the Corporation or any subsidiary to be materially adversely affected;

(xiv) Form or otherwise establish a subsidiary of the Corporation; except for subsidiaries acquired by the Corporation as a result of certain Stock Purchase Agreements dated as of July 11, 2003 and a subsidiary of the Corporation formed in connection with proposed acquisitions;

(xv) Increase by more than five percent (5%) the salary or bonus paid to, or the expense account or the value of fringe benefits provided to, any shareholder, officer, director or management-level employee of the Corporation on the filing date of these Restated Articles of Incorporation, except as otherwise approved by a majority of the Board of Directors;

(xvi) Enter or obligate itself or any subsidiary to enter into any transaction or arrangement with any shareholder, officer, employee, director, or affiliate or family member thereof, of the Corporation or such subsidiary, without the approval of a majority of the Board of Directors;

(xvii) Cause a material change in the nature of the business or strategic direction of the Corporation or any subsidiary; and

(xviii) Purchase real estate.

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(c) The Board of Directors shall consist of five (5) members. Notwithstanding the provisions of Article IV.D.1(a) hereof, the holders of Series A Preferred Stock, as a class, shall be entitled to designate three (3) members of the Board of Directors for election and the management of the Corporation shall be entitled to designate one (1) member of the Board of Directors for election; and certain holders of Series A Preferred Stock and the management of the Corporation shall be entitled to jointly designate one (1) member of the Board of Directors for election.

2. No Impairment of Rights. The Corporation will not, without the approval, by vote or written consent, of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, with each share of Series A Preferred Stock to be entitled to one vote in each instance, by amendment of these Restated Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of the Series A Preferred Stock set forth herein.

3. Dividend Rights.

(a) Each issued and outstanding share of Series A Preferred Stock shall entitle the holder of record thereof to receive dividends thereon, paid in cash, at the annual rate of Eight Percent (8%) of the Series A Original Purchase Price (as defined in Article IV.D.4(a) hereof). The dividends shall be cumulative and shall compound annually. Dividends shall accrue regardless of whether the Board of Directors has declared a dividend payment or whether there are any profits, surplus or other funds of the Corporation legally available for dividends. Any dividends which accrue pursuant to this Article IV.D.3 and which are not paid shall be classified as "accumulated dividends" and shall remain "accumulated and unpaid dividends" until paid or otherwise canceled pursuant to the Restated Articles of Incorporation. The rights of the holders to the payment of dividends on the Series A Preferred Stock shall be subordinate to the Senior Debt. Notwithstanding the foregoing, in no event shall any dividends be paid in the case of Series A Preferred Stock unless, at the time such dividends are paid, there are retained earnings of the Corporation available for such payment in accordance with the provisions of Section 607.06401 of the FBCA (the "Dividend Payment Restriction"). The Series B Preferred Stock shall have no dividend rights hereunder.

(b) No dividends or other distributions shall be paid on any Common Stock or other equity securities of the Corporation while any dividends on the Series A Preferred Stock remain accumulated and unpaid. No dividends or other distributions shall be declared or paid on any Common Stock unless a dividend or distribution is declared and paid with respect to all outstanding shares of Series A Preferred Stock at the same time as such dividends or distributions are paid on the Common Stock in an amount for each such share equal to the amount of such dividends or distributions paid on a share of the Common Stock.

(c) In the event that the Corporation shall declare a distribution (other than any distribution described in Article IV.D.4(a)) payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or

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options or rights to purchase any such securities or evidences of indebtedness, then, in each case the holders of the Series A Preferred Stock shall be entitled to a proportionate share of any such distribution as though the holders of the Series A Preferred Stock were holders of an equivalent number of shares of Common Stock of the Corporation.

4. Preferences on Liquidation, Dissolution, etc.

(a) Liquidation Preference. Upon any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, after payment of all amounts owing to holders of any capital stock ranking senior to the Series A Preferred Stock, the holders of outstanding shares of Series A Preferred Stock and Series B Preferred Stock will be entitled to receive, out of the assets of the Corporation remaining after all of the Corporation's debts and liabilities have been paid or otherwise provided for, but before any payments have been made to the holders of Common Stock or any other class or series of capital stock of the Corporation ranking junior in preference to the Series A Preferred Stock, (i) an amount equal to \$100 per share (the "Series A Original Purchase Price") for each share of Series A Preferred Stock then held by them, plus (ii) an amount equal to all accumulated and unpaid dividends on such shares of Series A Preferred Stock (whether or not earned or declared) (the "Dividend Component") (the sum of the Series A Original Purchase Price plus the Dividend Component as to each share being referred to herein as the "Series A Aggregate Liquidation Preference"), plus (iii) an amount equal to \$100 per share for each share of Series B Preferred Stock (as to each share, the "Series B Liquidation Value," and as to all holders entitled thereto, the "Series B Aggregate Liquidation Preference") held by them. If upon any such dissolution, liquidation, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation available to be distributed as aforesaid among the holders of the Series A Preferred Stock and Series B Preferred Stock shall be insufficient to permit the payment in full to them of the Series A Aggregate Liquidation Preference and the Series B Aggregate Liquidation Preference, then the entire assets of the Corporation so to be distributed shall be distributed ratably based upon the Series A Aggregate Liquidation Preference and the Series B Liquidation Preference among such holders of the Preferred Stock. In no even shall the Dividend Component exceed the amount of the retained earnings of the Corporation available for such payment in accordance with the provisions of Section 607.06401 of the FBCA.

(b) Remaining Liquidating Distributions. After payment has been made in full to the holders of Series A Preferred Stock and Series B Preferred Stock of their Series A Aggregate Liquidation Preference and Series B Liquidation Preference, all remaining assets of the Corporation available for distribution shall be distributed ratably to the holders of the Common Stock.

(c) Assets other than Cash. If assets other than cash are to be distributed to any holders of Series A Preferred Stock, Series B Preferred Stock or Common Stock pursuant to Article IV.D.4 hereof, the amount received by such holders upon receipt of those assets shall be deemed to be the fair market value of such assets as determined in good faith by the Board of Directors of the Corporation in accordance with sound financial practice. If shares of stock or other securities are distributed to any holders of Preferred Stock or Common Stock pursuant to Article IV.D.4 hereof, the fair market value shall mean per share or unit of such security, at any

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date, the average of the daily market prices for the twenty (20) trading business days ending on the second trading day immediately preceding the date of distribution. The market price for each such business day shall be the last sales price on such day as reported on the consolidated transaction reporting system for the principal securities exchange on which the shares of stock or other securities being distributed pursuant to Article A.4 hereof is then listed or admitted to trading (or, if applicable, the last sale price reported by the National Association of Securities Dealers Automated Quotation Service ("NASDAQ") National Market System), or, if no sale takes place on such day on any such exchange or no such sale is quoted on such system, the average of the closing bid and asked prices on such day as so reported, or, if such securities are not then listed or admitted to trading on any stock exchange, the market price for each such business day shall be the average of the reported closing bid and asked prices on such day in the over-the-counter market, as reported by NASDAQ. If no market prices are reported, then the market price shall be the fair market value as determined in good faith by the Board of Directors. If such securities are subject to an agreement or other restriction limiting their free marketability, the loss of that marketability shall be considered by the Board of Directors in making its determination of fair market value.

(d) Deemed Liquidations. A consolidation, merger or reorganization of the Corporation with or into any other corporation or corporations in which the shareholders of the Corporation shall own less than fifty percent (50%) (calculated on an as converted basis, fully diluted) of the voting securities of the surviving corporation or any transaction or series of related transactions in which in excess of fifty percent (50%) of the Corporation's voting power is transferred or the sale, transfer or lease of fifty percent (50%) or more of the assets of the Corporation shall be deemed a liquidation, dissolution or winding up within the meaning of this Article IV.D.4 (each, a "Deemed Liquidation"). The provisions of this Article IV.D.4 shall not apply to any reorganization, merger or consolidation involving (1) only a change in the state of incorporation of the Corporation, (2) a merger of the Corporation with or into a wholly-owned subsidiary of the Corporation which is incorporated in the United States of America, or (3) a merger of the Corporation with or into an entity, substantially all of the outstanding equity securities (or equity-linked securities) of which are owned by then current holders of the Series A Preferred Stock or their affiliates.

5. Conversion Rights. Neither the Series A Preferred Stock nor the Series B Preferred Stock shall have any conversion rights hereunder.

6. Redemption of Series A Preferred Stock.

(a) The Corporation will redeem from such holder of shares of Series A Preferred Stock the shares of Series A Preferred Stock owned by such holder, at a price equal to, in the case of each share of Series A Preferred Stock, (i) \$100 (subject to appropriate adjustment in the event of any dividend, stock split, combination or other similar recapitalization of such shares), (ii) plus any accumulated and unpaid dividends thereon (whether or not earned or declared) (the "Series A Mandatory Redemption Price") at the earlier of the following (the "Mandatory Redemption Events"): (A) the seventh (7th) anniversary of the Series A Original Issue Date, (B) the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common

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Stock for the account of the Corporation in which the net cash proceeds to the Corporation (after underwriting discounts, commissions and fees) are not less than \$25,000,000 (a "Qualified Offering"), (C) a change of control of the Corporation pursuant to which Saugatuck Capital Company Limited Partnership IV SBIC ceases to own at least thirty percent (30%) of the outstanding common stock of the Corporation (or the equivalent in voting power of any class or classes of securities of the Corporation entitled to vote in elections of directors), (D) dissolution, winding up or liquidation of the Corporation, or (E) a Deemed Liquidation. The date upon which a Mandatory Redemption Event occurs is hereinafter referred to as the "Mandatory Redemption Date." The rights of the holders to the redemption of the Series A Preferred Stock upon the occurrence of a Mandatory Redemption Event shall be subordinate to the Senior Debt. The Corporation shall provide notice in accordance with Article IV.D.6(f) of any Mandatory Redemption Event, specifying the time and place of redemption and the Mandatory Redemption Price, to each holder of record of Series A Preferred Stock at the address for such holder last shown on the records of the transfer agent therefore (or the records of the Corporation, if it serves as its own transfer agent), not less than twenty (20) days prior to the Mandatory Redemption Date.

(b) Upon the occurrence of any Mandatory Redemption Event specified in paragraph (a) above, the outstanding shares of Series A Preferred Stock shall be redeemed automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent. The Corporation shall effect such redemption by paying in cash in exchange for the shares of Series A Preferred Stock to be redeemed a sum equal to the Mandatory Redemption Price, but in no event shall the amount of accumulated but unpaid dividends exceed the amount of retained earnings of the Corporation available for such payment in accordance with the provisions of Section 607.06401 of the FBCA.

(c) If the funds of the Corporation legally available for redemption of Series A Preferred Stock on a Mandatory Redemption Date are insufficient to redeem the number of shares of Series A Preferred Stock required under Article IV.D.6 to be redeemed on such date, those funds which are legally available will be used to redeem the maximum possible number of such shares of Series A Preferred Stock ratably on the basis of the number of shares of Series A Preferred Stock which would be redeemed on such date if the funds of the Corporation legally available therefor had been sufficient to redeem all shares of Series A Preferred Stock required to be redeemed on such date. At any time thereafter when additional funds of the Corporation become legally available for the redemption of Series A Preferred Stock, such funds will be used, at the end of the next succeeding fiscal quarter, to redeem, to the extent of the available funds, the balance of the shares which the Corporation theretofore was obligated to redeem.

(d) Unless there shall have been a default in the payment of the Mandatory Redemption Price, on such Mandatory Redemption Date all rights of each holder of shares of Series A Preferred Stock as a shareholder of the Corporation by reason of the ownership of such shares will cease, except the right to receive the Mandatory Redemption Price for such shares, without interest, upon presentation and surrender of the certificate representing such shares, and

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such shares will not from and after such Mandatory Redemption Date be deemed to be outstanding.

(c) Any Series A Preferred Stock redeemed pursuant to Article IV.D.6 will be canceled and will not under any circumstances be reissued, sold or transferred and the Corporation may from time to time take such appropriate action as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

(f) Any notice required by the provisions of this Article IV.D.6 shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed telex or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, having specified next day of delivery, with written verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.

7. Redemption of Series B Preferred Stock.

(a) Immediately upon the closing of a redemption of the Series A Preferred Stock pursuant to Article IV.D.6 above (the "Series B Redemption Date"), the Corporation shall redeem from any source of funds legally available therefor, the Series B Preferred Stock, if any, in total. The Corporation shall effect such redemption by paying in cash an amount per share equal to the Series B Liquidation Value for each of the shares of Series B Preferred Stock being redeemed (the "Series B Redemption Price") on the Series B Redemption Date.

(b) The Corporation shall provide notice in accordance with Article IV.D.6(f) of any redemption of Series B Preferred Stock, specifying the time and place of redemption and the Series B Redemption Price to each holder of record of Series B Preferred Stock at the address for such holder last shown on the records of the transfer agent therefore (or the records of the Corporation if it serves as its own transfer agent), not less than twenty (20) days prior to the Series B Redemption Date. On the Series B Redemption Date, any redemption effected pursuant to this Section IV.D.7(b) shall be made on a pro rata basis among the holders of Series B Preferred Stock based upon the total number of shares of Series B Preferred Stock held by each holder. On or after the Series B Redemption Date, each holder of Series B Preferred Stock to be redeemed shall surrender to the Corporation the certificate or certificates representing such shares, in the manner and at the place designated in the Series B Redemption Notice, and thereupon the Series B Redemption Price shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be cancelled. In the event less than all the shares represented by any such certificates are redeemed, new certificates shall be issued representing the unredeemed shares.

(c) From and after the Series B Redemption Date, unless there shall have been a default in payment of the Series B Redemption Price, all rights of the holders of shares of Series B Preferred Stock designated for redemption in the Series B Redemption Notice (except the right to receive the Series B Redemption Price upon surrender of their certificate or

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certificates) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available to redeem shares of Series B Preferred Stock on the Series B Redemption Date are insufficient to redeem the total number of shares of Series B Preferred Stock to be redeemed on such date, any shares of Series B Preferred Stock not redeemed shall remain outstanding and be entitled to all the rights and preferences of Series B Preferred Stock provided herein. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Series B Preferred Stock, such funds will immediately be used to redeem the balance of any Series B Preferred Stock which the Corporation has become obligated to redeem on the Series B Redemption Date but which has not redeemed.

8. **No Reissuance of Series A Preferred Stock or Series B Preferred Stock.** No share or shares of Series A Preferred Stock or Series B Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue. The Corporation may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of the Series A Preferred Stock or Series B Preferred Stock accordingly.

9. **Notices of Record Date.** In the event of:

(a) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or

(b) any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation, or any transfer of all or substantially all of the assets of the Corporation to any other Corporation, or any other entity or person, or

(c) any voluntary or involuntary dissolution, liquidation or winding up of the Corporation,

then and in each such event the Corporation shall deliver or cause to be delivered to each holder of Series A Preferred Stock a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend, distribution or right and a description of such dividend, distribution or right, (ii) the date on which any such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective. Such notice shall be mailed at least twenty (20) days prior to the date specified in such notice on which such action is to be taken.

10. **Waiver.** Any of the rights of the holders of Series A Preferred Stock set forth herein may be waived by the affirmative vote or written consent of the holders of Series A

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Preferred Stock constituting at least a majority of the voting power of the shares of Series A Preferred Stock than outstanding.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

Name

Address

Darrell C. Smith

101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

ARTICLE VI
PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have the preemptive rights as set forth in the Shareholders Agreement of even date herewith.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a director, officer, employee or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned sole member of the Board of Directors has executed these Amended and Restated Articles of Incorporation July 11, 2003.

MEDSCAN, INC.

Name: 

George Shaunnessy, Sole Director

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