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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : MORRIS A. LECOMPTE, P.A.
Account Number : 072100000461
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FLORIDA PROFIT CORPORATION OR P.A.

Medcere Medical Software, Inc.

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| Certificate of Status | 1 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MEDCERE MEDICAL SOFTWARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation (hereinafter referred to as the "Corporation"), under the provisions of Chapter 607 of the Florida Statutes, commonly known as the Florida Business Corporation Act (the "FBCA"), hereby agrees to the following:

ARTICLE I
NAME

The name of the Corporation shall be "Medcere Medical Software, Inc."

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The initial principal office and mailing address of the Corporation shall be 4906A Creekside Drive, Clearwater, FL 33760.

ARTICLE III
DURATION

The Corporation shall have perpetual existence.

ARTICLE IV
PURPOSE AND POWERS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

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ARTICLE V
REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 800 Second Avenue South, Suite 380, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be MORRIS A. LeCOMPTE.

ARTICLE VI
CAPITAL STOCK

The authorized capital stock of the Corporation shall be TWENTY MILLION (20,000,000) shares of common stock having a par value of \$.0001 each, Ten Million (10,000,000) of which shall be shares of voting common stock (the "Voting Common Stock") and Ten Million (10,000,000) of which shall be shares of non-voting common stock (the "Non-voting Common Stock").

Except as otherwise provided by law, the shares of Voting Common Stock shall have the exclusive right to vote on matters to be voted upon by the shareholders of the Corporation, with each share of Voting Common Stock being entitled to one vote upon such matters. Shares of Non-voting Common Stock shall not be entitled to vote on any matter except as otherwise required by law. When the shares of Non-voting Common Stock are required by law to vote on any matter, each share of Non-voting Common Stock shall be entitled to one vote.

The only difference in the shares of Voting Common Stock and shares of Non-voting Common Stock shall be voting rights, and all shares of common stock, both Voting Common Stock and Non-voting Common Stock, shall be entitled to identical rights to distribution and liquidation proceeds.

ARTICLE VII
LIMITATION OF LIABILITY FOR BREACHES OF FIDUCIARY DUTY

No director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the FBCA. If the FBCA is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended. Any repeal or modification of this Article VII shall be prospective and shall not affect the rights under this Article VII in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereinafter in effect) any person made, or threatened to be made, a party to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that the person is or was a director or officer of the Corporation, or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. The indemnification to be provided hereunder shall inure to the benefit of the heirs, executors and administrators of each such director or officer. Nothing contained herein shall affect any rights to indemnification to which persons other than directors and officers of the Corporation (and the heirs, executors and administrators of such directors and officers) may be entitled by law. No amendment or repeal of this Article VIII shall apply to or have any effect on any right to indemnification provided hereunder with respect to any act or omission occurring prior to such amendment or repeal.

ARTICLE IX
BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and to add by amendment provisions to these Articles of Incorporation, all in the manner now or hereafter prescribed by the FBCA. All rights conferred in these Articles of Incorporation on shareholders of the Corporation are granted subject to this reservation.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is:

Name


Morris A. LeCompte

Address

800 Second Avenue S.
Suite 380
St. Petersburg, FL 33701

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IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 7th day of May, 2004.


MORRIS A. LeCOMPTE, Incorporator

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**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: Medcere Medical Software, Inc.
2. The name and address of the registered agent and office is:
MORRIS A. LeCOMPTE
800 Second Avenue South
Suite 380
St. Petersburg, FL 33701


MORRIS A. LeCOMPTE
Incorporator

Dated this 7th day of May, 2004.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


MORRIS A. LeCOMPTE

Dated this 7th day of May, 2004.

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