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April 5, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

HEALTHCARE TECHNOLOGY SOLUTIONS, INC.

4404 BAYOU OAKS DRIVE  
PANAMA CITY, FL 32404US

SUBJECT: HEALTHCARE TECHNOLOGY SOLUTIONS, INC.  
REF: P04000127314

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HEALTHCARE TECHNOLOGY SOLUTIONS, INC.  
(a Florida corporation)**

**ARTICLE I  
NAME**

The name of the Corporation is HEALTHCARE TECHNOLOGY SOLUTIONS, INC. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal place of business and mailing address of the Corporation is 4404 Bayou Oaks Drive, Panama City, Florida 32404; such principal place of business of the Corporation may be relocated to such address and in such city in the State of Florida as designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Incorporation, is David Dyell, 4404 Bayou Oaks Drive, Panama City, Florida 32404.

**ARTICLE III  
PURPOSE**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

**ARTICLE IV  
CAPITAL STOCK**

Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine in its sole discretion. All shares of capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 2,000,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock") and 500,000 shares of Preferred Stock, par value \$0.01 per share (the "Preferred Stock").

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**ARTICLE V**  
**BOARD OF DIRECTORS**

The Corporation's Board of Directors shall initially consist of two (2) members. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, provided that there is at least one individual serving as a Director at all times. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors must be natural persons who are at least 18 years of age but need not be residents of Florida or shareholders of the Corporation. The names of the directors of the Corporation are as follows:

David Dyell  
Camille Dyell

**ARTICLE VI**  
**LIMITATION OF LIABILITY**

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VI shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

**ARTICLE VII**  
**INDEMNIFICATION**

The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators, assigns and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director (or his or her heirs, executors, administrators, assigns or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right(s) to indemnification conferred by this Article VII shall include the right

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to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking, in form reasonably satisfactory to the Corporation, by or on behalf of the director to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and to the advancement of expenses to officers, employees and agents of the Corporation similar to those conferred in this Article VII to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right(s) which any person may have or hereafter acquire or be granted or accorded under these Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article VII shall not adversely affect any right(s) to indemnification or to the advancement of expenses of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

#### **ARTICLE VIII**

#### **BYLAW AMENDMENTS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board of Directors and the shareholders of the Corporation is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. For the shareholders to make, alter, amend or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Articles of Incorporation) must be approved by the affirmative vote of the holders of a majority of the outstanding shares of capital stock entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend or repeal the Bylaws of the Corporation unless (a) these Articles of Incorporation or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders, or (b) the shareholders of the Corporation, in altering, amending or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board of Directors may not alter, amend or repeal the Bylaws or a particular Bylaw provision.

#### **ARTICLE IX**

#### **AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any right conferred upon the shareholders is expressly subject to this reservation.

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**ARTICLE X**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is The Company Corporation, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned incorporator, pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation of HEALTHCARE TECHNOLOGY SOLUTIONS, INC. this 28<sup>th</sup> day of March in the year 2006.

HEALTHCARE TECHNOLOGY  
SOLUTIONS, INC.

  
David Dyell  
Incorporator


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**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

**OF**

**HEALTHCARE TECHNOLOGY SOLUTIONS, INC.**

The undersigned, David Dyell, whose business address is 4404 Bayou Oaks Drive, Panama City, Florida 32404, hereby accepts appointment as the registered agent of HEALTHCARE TECHNOLOGY SOLUTIONS, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

  
David Dyell