

P04000155627

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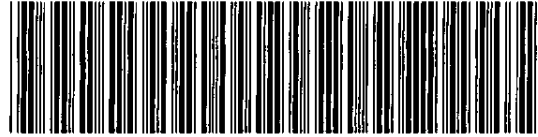
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2008 APR 24 AM 11:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*AJR
5/1/08*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TotalMed Systems, Inc.

DOCUMENT NUMBER: P04000155627

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian Knight, President

(Name of Contact Person)

TotalMed Systems, Inc.

(Firm/ Company)

1200 S.E. Maynard Avenue - Suite 203

(Address)

Cary, NC 27511

(City/ State and Zip Code)

For further information concerning this matter, please call:

Brian Knight, President

(Name of Contact Person)

at (919) 696-8103

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Amendments to
Articles of Incorporation
Of
TotalMed Systems, Inc.**

FILED

2008 APR 24 AM 11:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following amended Articles of Incorporation pursuant to the provisions of section 607.1003 of the Florida Business Corporation Act and does hereby certify as follows:

First: That the Board of Directors of the Corporation by unanimous written consent duly adopted resolutions on April 10, 2008 proposing and declaring advisable that the Certificate of Incorporation of the Corporation be amended as follows, and a majority of the shareholders voted to approve the following amendments:

Article 6 Directors

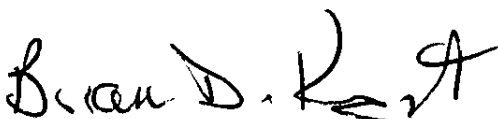
6.4 Removal of Directors: Any directors, any class of directors or the entire Board of Directors may be removed from office by stockholder vote at any time, without assigning any cause, but only if the holders of not less than two-thirds (2/3) of the outstanding shares of capital stock of the class of Common Stock which elected such director, plus a majority of the Preferred Stock granted voting rights by the Board of Directors, vote in favor of such removal.

Article 8 Shareholders

8.6 Veto Rights of Voting Preferred Stockholders: All other sections of this Article 8 and all other provisions of the Certificate of Incorporation and Bylaws notwithstanding, the shareholders of any preferred stock class which the Board of Directors issued with voting rights shall be entitled to a right of veto, expressed as requiring the written positive consent of the majority of such outstanding voting preferred shares to any proposed changes, regarding any or all of the following subjects: amendment of any portion of the Articles of Incorporation; amendment, repeal or change of any portion of the Bylaws; change in majority of the Board of Directors or a majority of any class of the Board of Directors; and approval of any authorization, issuance, recall, purchase, redemption, change in rights and privileges, or any other stock-related approvals or transactions. In addition, holders of voting preferred stock shall be entitled to elect three members to the Board of Directors who cannot be removed by the Board of Directors or common shareholders.

These amendments shall be effective upon filing.

In Witness Whereof, the undersigned director, hereby executes these Amendments to the Articles of Incorporation this 10th day of April, 2008.



Brian D. Knight

**Resolution of the Board of Directors
Of
TotalMed Systems, Inc.
To
Amend the Charter**

Whereas the Board of Directors desire to retain and attract top talent and capital to further the Corporation's goals and business plan; and

Whereas the Board of Directors, key officers, and key current shareholders are concerned about the demotivational effects of further dilution of shareholders; therefore be it

Resolved: That the Board of Directors recommends approval to the shareholders of the attached amendments to Articles 6 and 8 of the Corporation's Articles of Incorporation.

**Resolution of the Board of Directors
Of
TotalMed Systems, Inc.
To
Issue Preferred Stock**

Whereas the Board of Directors desires to retain the services of key officers and directors;
and

Whereas these key officers and directors have great concerns about the demotivational effects of further dilution of their shareholdings; and

Whereas the Board of Directors desires to provide such stock offering to these key officers that will not inhibit either further capital fundraising nor motivational efforts of these key officers; therefore be it

Resolved: That the Board of Directors approves issuance of the following shares of preferred stock as additional compensation to these key officers:

3,333,335 preferred shares to Brian D. Knight
3,333,335 preferred shares to James Sterling
3,333,335 preferred shares to Ronald Munyon

In accordance with Article 7 of the amended and restated Articles of Incorporation, such shares shall have the following rights:

Voting on all matters brought before the shareholders
Special veto voting rights as detailed in the latest amendments to Article 8 of the Articles of Incorporation
No cumulative dividends or cumulative voting
Preference on dividends of .0001 cents per share
Non-callable, non-redeemable and otherwise extinguishable only at the option of the shareholder
Convertible at a rate of one common share per one preferred share, solely at the preferred shareholder's option
Upon liquidation, dissolution, bankruptcy or winding up of the Corporation, these preferred shares shall be the last to be paid after all debts and after common shareholders receive .0001 cents per share, if funds are available. If additional funds are then available, this class of preferred shares shall share equally in any such liquidation alongside common shareholders

The shares approved for issuance to Mr. Knight, Mr. Sterling and Mr. Munyon shall be referred to as Voting Class Preferred Stock.

**Special Joint Meeting of the Directors and Shareholders
Of
TotalMed Systems, Inc.**

A special meeting of both the shareholders and Directors of TotalMed Systems, Inc. was called on April 10, 2008 at the Corporation's office, located at 1200 S.E. Maynard Avenue, Cary, North Carolina at 1:00pm.

The President called the meeting to order and acted as Chairman of the meeting. The Corporation's Secretary acted as secretary of the meeting.

A motion was made, seconded and unanimously approved by all directors and all shareholders that attendance at this meeting constituted waiver of notice for this special meeting. All those in attendance either in person or via proxy acknowledged advance notice of this special meeting as conforming to the requirements of the Bylaws in every respect, representing all directors and shareholders.

The President presented two resolutions for both the Board of Directors and the shareholders to consider regarding amending Articles 6 and 8 of the restated Articles of Incorporation, and to issue voting class preferred stock. These resolutions and the related Amendments to the Articles of Incorporation are attached to these minutes. To properly represent the interests of the majority of shareholders, the President also entered copies of voting proxies into the records, copies of which are attached to these minutes.

Upon motion duly made and seconded, and following discussion of the resolutions, both resolutions were unanimously approved by all directors and all shareholders.

It was noted that the second resolution regarding approval and issuance of preferred shares is understood by all those approving these transactions as not taking effect until the State of Florida acknowledges filing of the Amendments to the Articles of Incorporation approved in the first resolution.

There being no further business to come before this meeting at this time, the President declared the meeting concluded at 2:00pm.



Secretary

Attachments:

Amendments to Articles of Incorporation
Resolution to Amend the Articles of Incorporation
Resolution to Issue Preferred Stock
Shareholder Proxies

**TotalMed Systems, Inc.
Shareholder Proxies**

Shareholder Name	# of Shares
Joshua Sterling	250,000
John & Marjorie Macy	250,000
John Gasiorowski	1,550,000
Jerome Blumen	250,000
Jeffrey Knight	250,000
David Oury	600,000
Samuel Sgambati	600,000
Frederick Cains	1,750,000
Ronald Munyon	1,500,000
Barnett Fine	50,000
Henry C.B. Lindh	300,000
Harvey Leibowitz	100,000
Brenda Cole	500,000
David Langford	500,000
Raymond Sias	250,000
Karen Avakian	500,000
Vincent Aldorasi	100,000
Michael Ossam	500,000
Don Giorgio	250,000
Sam Ruggeri	1,000,000
Frank Giorgio	875,000
Anthony Marino	200,000
Hal Lenoble	1,000,000
Jeffrey Phelan	950,000
Steven Pacilio	175,000
Robert Mighdoll	300,000
Pia Hoffman	125,000
Richard Mighdoll	125,000
Joseph Mighdoll	350,000
Vladimir Kravchenko	1,500,000
Richard Vita	250,000
Victoria Sweet	400,000
Thomas Muratore	250,000
Sonya Jennings	1,000,000
Laurence Watkins	500,000
Heritage Capital	1,000,000
C.C.D. Group	2,700,000
Marksmen of Suffolk	2,500,000
Subtotal	25,250,000

Total Stock Issued: 44,679,414

April 2, 2008

Officers/Board of Directors

Brian Knight	5,000,000
James Sterling	5,000,000
Subtotal	10,000,000
Total	35,250,000

Total Stock Issued: 44,679,414

% of Proxies + Officers: 0.78895

April 2, 2008

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 6TH day of JULY, 20 08 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: Feb. 6th, 2008.

Joshua Sterling
[Signature]

Josh Sterling
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 5th day of AUGUST, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: FEB 5, 2008.

John R. Macy
[Signature]

John R. Macy
[Signature]
John R. Macy
Print Name

MARJORIE M. Macy
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 5th day of AUGUST, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: FEBRUARY 5, 2008.


[Signature]

JOHN GASIOROWSKI
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 5TH day of AUGUST, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2/05, 2008.

Jerome H. Blumen MD
[Signature]

Jerome H. Blumen M.D.
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 5TH day of AUGUST, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2/5, 2008.


[Signature]

Jeff Knight
Print Name

99 388-9483

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the ~~12th~~ day of ~~July~~ SEPT. 20 08 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: Feb 1, 2008.

(Signature)

David R. Cary
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 31st day of July, SEPT. 20 08 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: January 31, 2008.

Samuel W. Sgambati
[Signature]

Samuel W. Sgambati
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time, but, if not revoked, it shall continue in full force and effect until the 30th day of June, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 1/30, 2008.

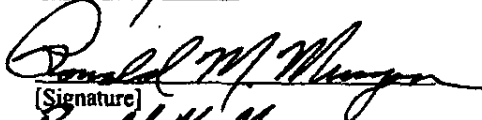
[Signature]

FREDERICK CAIN S
Print Name

APPOINTMENT OF PROXY

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Dated: January 30, 2008.


[Signature]
Ronald M. Munyon

APPOINTMENT OF PROXY**Print Name**

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time, but, if not revoked, it shall continue in full force and effect until the July 30th day of July, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated:

[Signature]

Print Name

Print Name

Print Name

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APPOINTMENT OF PROXY

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Dated: JAN. 31, 2008.

Brian D. Knight
[Signature]

BARNETT FINE
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 31st day of JULY, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 1/31/08, 2008.

[Signature]

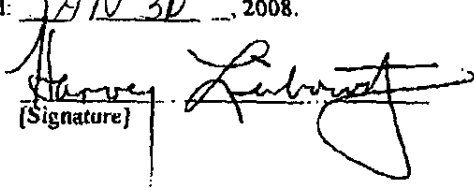
Print Name

HENRY C B LINDH

APPOINTMENT OF PROXY

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Dated: JAN 30TH, 2008.


(Signature)

HARVEY LABOWITZ
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 1ST day of SEPT., 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: FEB 1, 2008.

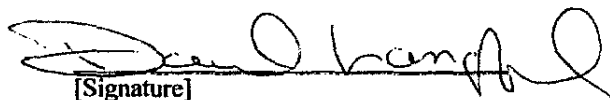
Brenda Cole
[Signature]

BRENDA COLE
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 1 day of September 20 08 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: Feb 1, 2008.


[Signature]

David Langford
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 15th day of August, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2/11, 2008.


[Signature]

Raymond Sias

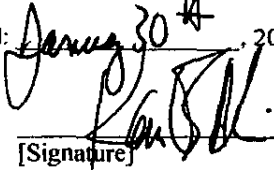
Print Name

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30th day of JULY, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: January 30th, 2008.


[Signature]

KAREN F. AVAKIAN
Print Name

APPOINTMENT OF PROXY

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Dated: 2/1, 2008.


Vincent Aldorazi
[Signature]

Vincent Aldorazi
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 1ST day of AUG. 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2 - 1, 2008.


[Signature]

Michael Ossam
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 1st day of AUG, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2 1 2008.


[Signature]


Print Name

APPOINTMENT OF PROXY

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Dated: 2-1, 2008.

Sam J. Ruggeri
[Signature]

SAM RUGGERI
Print Name

APPOINTMENT OF PROXY

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Dated: 1-30, 2008.


[Signature]

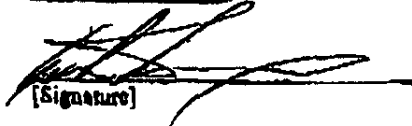
Frank Giorgio
Print Name



APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 31st day of JULY, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 1-31, 2008.


[Signature]

ANTHONY MARINO
Print Name





APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 1st day of August, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2-1, 2008.

[Signature] 

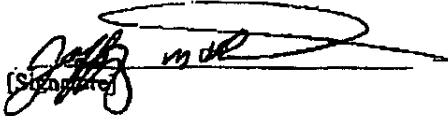
HAR LENOBLE
Print Name



APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SB Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 1st day of AUGUST, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2-1, 2008.


(Signature)

Jeffrey M. Holden
Print Name

**APPOINTMENT OF PROXY**

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 30th day of JULY, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 1-30, 2008.


(Signature)

Steven F. Pacilio
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd, Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 1st day of AUGUST, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2-1, 2008.

Robert Mitchell
(Signature)

Robert Mitchell
Print Name

02/03/2008 12:39 FAX 6379242408

OFFICE FAX
BROOK COMMERCIAL

PAGE 02
0002/002

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1206 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 1st day of August, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2-1 2008.

[Signature]
(Signature)

PIA HOFMANN
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 1st day of August, 20 08 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2-1, 2008.

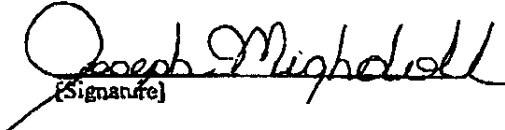

[Signature]

Richard Mighdall
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the AUGUST 1st day of 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2-1, 2008.


[Signature]

JOSEPH MIGHDELL
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 30th day of JULY, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 1-30, 2008

Vladimir Kravchenko
[Signature]

VLADIMIR KRAVCHENKO
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the First day of August, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2/1 2008.

Richard Vita
[Signature]

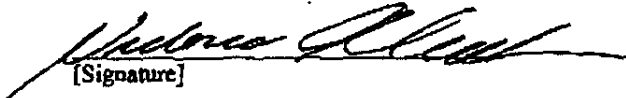
Richard Vita
Print Name



APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 1st day of August, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2-1, 2008.


[Signature]

VICTORIA A. SWEET
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 1st day of AUGUST, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2/1 2008.


[Signature]

Thomas Munstare
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 13TH day of AUGUST, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2/13, 2008.

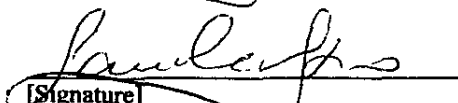

[Signature]

Sonya Jennings
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 27th day of AUGUST, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 27th February, 2008.


[Signature]

LAURENCE WATKINS
Print Name

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 31st day of JULY, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 1-31, 2008.

Ronald Vita, pres
[Signature]

RONALD VITA, PRESIDENT
Print Name

HERITAGE CAPITAL MORTGAGE

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 31st day of JULY, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 1-31, 2008.

[Signature]

CONSTANTINO MASOTTO

Print Name

C.C.D. GROUP, INC.

APPOINTMENT OF PROXY

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the undersigned's shares of such corporation as fully and to the same extent and effect as the undersigned would be entitled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if not revoked, it shall continue in full force and effect until the 1st day of AUGUST, 2008 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated: 2-1, 2008.

William King
[Signature]

WILLIAM KING, PRESIDENT
Print Name

MARKSMEN OF SUFFOLK, LLC