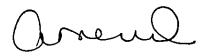
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SECRETARY OF SLATE ALLAHASSEE, FLORIDA

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# **COVER LETTER**

TO: Amendment Section Division of Corporations

NAME OF COR	PORATION: TotalMed Sy	ystems, Inc.	
DOCUMENT N	UMBER: <u>P04000155627</u>		
The enclosed Arti	icles of Amendment and fee a	re submitted for filing.	
Please return all c	orrespondence concerning th	is matter to the following:	
Bri	an Knight, President		
	(Name	of Contact Person)	
To	talMed Systems, Inc.		
*******	(Fi	rm/ Company)	
120	00 S.E. Maynard Avenue -	Suite 203	
		(Address)	
Ca	ry, NC 27511		
	(City/ S	tate and Zip Code)	<del> </del>
For further inform	nation concerning this matter,	please call:	
Brian Knight, Pre	sident	at ( <u>919</u> ) 696-81	03
1Nan	ie of Contact Person)	(Area Code & Daytim	e Telephone Number)
Enclosed is a chec	ck for the following amount:		
□\$35 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)
<u>Mailing A</u> Amendme		Street Address Amendment Section	
	nt Section  f Corporations	Division of Corporations	
P.O. Box 6327		Clifton Building	
Tallahasse	e. FL 32314	2661 Executive Center C Tallahassee, FL 32301	firele

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

FILED

2008 APR 24 AH 11: 32

SECRETARY OF STATE

The undersigned hereby adopts the following amended Articles of Incorporation 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 not withstanding, 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 10<sup>th</sup> day of April, 2008.

Brian D. Knight

Bran D. K

# 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

# 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

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 bth day of J//L/
20_0\( \six months from date signed \). Any appointment of proxy heretofore made by the undersigned
for the purposes set forth herein is hereby revoked.

[Signature]

Sh Sterling

Print Name

M. Convince of the M.
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
Dated: <u>F63 5</u> , 2008.
[Signature]
[Signature]  John R Macy Print Name
MAR JORIE 11 MACY Print Name

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints
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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 5 day of AU6057
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: FEBRUAR S

Signature]

Tohn GAS/OROWS47

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 cartiled 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 571 in full force and effect until the \_\_ day of <u>AUGUST</u>, 20 0 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

H. Blunen M.D.

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Brian D. Knight, who to attend all meetings undersigned's shares of to act, vote and execut but, if not revoked, it 20_08	shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes and appoints see address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution, of shareholders of such corporation and to act, vote and execute consents with respect to all of the four such corporation as fully and to the same extent and effect as the undersigned would be entitled to consents if personally present. This appointment of proxy may be revoked by me at any time; shall continue in full force and effect until the
Dated: 2/5 [Signature]	
JCF4 Print Name	Knight

919 388-9483

#### 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 day of force and effect until the day of force and effect until the force and effect unt

Dated: \_\_\_\_\_\_\_\_, 2008.

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Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power of substitution,
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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 day of July SEPT
20 00 (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.

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
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20 0 8 (six months from date signed). Any appointment of proxy heretofore made by the undersigned
for the purposes set forth herein is hereby revoked.
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Dated: // 3/

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

Dated: /2008.

APPOINTMENT OF 185 IX Print Name

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The undersigned shareholder of TotalMed Systems, Inc., a Plorida corporation, hereby constitutes and appoints Brian D. Knight, whose address is 1200 SE Maynard Rd., Sulte 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
Dated: <u>AN. 3/</u> , 2008.

[Signature]

BARNETT FINE
Print Name

P. 01

# 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 undersigned's shareholders of such corporation as fully and to the same extent and affect as the undersigned would be entitle to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time:	the od
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Dated: //31/c18 2008.	
Dated:	
[Signature]	
HENRY OB LINDH	
PTINT 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 3,777 day of 1,2008 20 (six months from date signed). Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated:

\_\_, 2008

[Signature]

HM/81

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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 entitle 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
Dated: <u>FEB</u> 1, 2008.
Budia Cole
BRENNA COLE 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,
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but, if not revoked, it shall continue in full force and effect until the day of day of
20_0 \( \six \) (six months from date signed). Any appointment of proxy heretofore made by the undersigned
for the purposes set forth herein is hereby revoked.

Dated: (- e > ) , 2008.

Signature

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation	on, hereby constitutes and appoints
Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, pr	
to attend all meetings of shareholders of such corporation and to act, vote and exe	
undersigned's shares of such corporation as fully and to the same extent and effect	
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20 X six months from date signed). Any appointment of proxy	heretofore made by the undersigned
for the purposes set forth herein is hereby revoked.	
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Dated:

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[Signature]

Brian D. Knight, whose address is 1200 S substitution, to attend all meetings of sharrespect to all of the undersigned's shares o undersigned would be entitled to act, vote be revoked by me at any time; but, if not respect to the control of the c	IMed Systems, Inc., a Florida corporation, hereby constitutes and apport E Maynard Rd., Suite 203, Cary, NC, proxy, with full power of eholders of such corporation and to act, vote and execute consents with f such corporation as fully and to the same extent and effect as the and execute consents if personally present. This appointment of proxy evoked, it shall continue in full force and effect until the (six months from date signed). Any the undersigned for the purposes set forth herein is hereby revoked.	ı
Dated: 30 , 2008.		
KAREN F. A	·VAKIAN	

Dated

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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	2,
to attend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of	the
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to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time	; /
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for the purposes set forth herein is hereby revoked.	

[Signature]

[Signature]

Don Jurge

Print Name

	ersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constited by whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full po	
to attend all me	nectings of shareholders of such corporation and to act, vote and execute consents wit	th respect to all of th
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	(six months from date signed). Any appointment of proxy heretofore made	by the undersigned
for the purpose	ses set forth herein is hereby revoked.	
Dated: 2 -	-1, 2008.	
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Sam Russer!
Print Name

Dated: 1 - 3 - , 2008.

(Signature)

Frint Name GIOTHO

Deted: 1-31 ,2008.

[Signature]

ANThony Marino



The undersigned shareholder of TotalMod 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 arend all meetings of shareholders of such corporation and to act, vote and execute consents with respect to all of the
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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 day of,
20 /2 / (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-/

, 2008

Signature

Print Name

Feb. 4. 2008 3:20PM

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Dated: 2-1 2005

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Dated: 1-30 , 2008.

Steven F. Pacilio

Print Name

Feb. 4. 2008 3:20PM

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The undersigned shareholder of TomiMed 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
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but, if not revoked, it shall continue in full force and effect until the day of Augus
20 Of (six months from date signed). Any appointment of proxy heretofore made by the undersigned
for the purposes set forth herein is hereby revoked.

Dared: 2 - 1 ,2008

(Signature)

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02/03/2008 12:39 FAX 6379242408

BROOK COMMERCIAL

#### APPOINTMENT OF PROXY

The undersigned shareholder of Totalided Systems, Inc., a Florida corporation, hereby countinates and appoints Brism D. Enight, whose address is 1200 SE Maymard Rd., Suite 213, Cary. NC, pracy, with fall power of substitution, to exceed all meetings of shareholders of each corporation and to act, vote and enseme consects with respect to all of the undersigned white corporation as fully and to the same entent and effect as the undersigned would be emilled to act, vote and execute consents if personally present. This appointment of proxy may be revoked by me at any time; but, if per revoked, it shall continue in full force and effect until the day of the undersigned of the purposes are forth herein is hereby revoked. Any appointment of pancy heretofure made by the undersigned for the purposes are forth herein is hereby revoked.

Daned:

, 2009.

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Daniel: 2-1 .200

RICHARD MIGHDOLL

Princ Marris

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.
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20 0 6 (six months from date signed). Any appointment of proxy heretofore made by the undersigned
for the purposes set forth herein is hereby revoked.

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Brian D. Knight	igned sharcholder of t, whose address is 120 ctings of shareholders	00 SE Maynard	Rd., Suite 203, C	ary, NC, proxy,	with full po	wer of subst	itution,
to act, vote and	nares of such corporation control of such control of such consents if pe	rsonally present	This appointme	nt of proxy may	be revoked	by me at any	
but, if not revok	ed, it shall continuo it	full force and e	ffect until the	30 1	day of	<u>JULLY</u>	
for the purposes	set forth herein is her	eby revoked.	*	•		•	_
Dated: 1-3	, 2008		,		•		
0/1	1 2 0	2		•			

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 uttend 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 affect until the F. rst day of Avgust and affect and affect until the personal day of Avgust mouths from date signed. Any appointment of proxy heretofore made by the undersigned for the purposes set forth herein is hereby revoked.

Dated:

[Signature]

Richard Vita

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, hereby constitutes Brian D. Knight, whose address is 1200 SE Maynard Rd., Suite 203, Cary, NC, proxy, with full power to attend all meetings of shareholders of such corporation and to act, vote and execute consents with resundersigned's shares of such corporation as fully and to the same extent and effect as the undersigned we to act, vote and execute consents if personally present. This appointment of proxy may be revoked by no but, if not revoked, it shall continue in full force and effect until the	of substitution, spect to all of the could be entitled at any time;
Dated: Z-1 2008.	

[Signature]

VICTORIA A SWEET

Print Name

Feb. 4. 2008 3:19PM

1 · A 12/1:0N

The undersigned shareholder of TotalMed Systems, Inc., a Florida corporation, bareby constitutes and appelant
Britin D. Knight, whose address is 1200 SE Mayard Rd., Sales 203, Cary, NC, prany, with full power of substitution.
to smentd all meetings of simpeholders of such corporation and to act, vote and execute consecut with respect to all of the
undersigned's charge of such comparation as fully and to the same extent and effect as the undersigned would be entitled
to set, voto and execute comments if personally present. This appointment of proxy may be reveited by me at any time;
has, if not reveled, is shall constitute in full force and office until the 12 day of ALGUS T
20128 fait mentle from date signos). Any appointment of proxy hereinfore made by the underligand
for the correction and furth banks in hearths standard

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
20_0 (six months from date signed). Any appointment of proxy heretofore made by the undersigned
for the nurnoses set forth herein is hereby revoked

Dated:

\_\_\_, 2008

Signature

Jonya Jennings

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
20_p (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 Februares.

[Signature]

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
Dated: 1-31, 2008.
[Signature] Vite pres
RONALD VITA, PRESIDENT
Print Name
RONALD VITA, PRESIDENT  Print Name  HERITAGE CAPITAL MORTGAGE

Brian D. Knight, whose to attend all meetings of undersigned's shares of to act, vote and execut	se address is 1200 S of shareholders of s f such corporation a e consents if person	IlMed Systems, Inc., a Fl E Maynard Rd., Suite 20 uch corporation and to a as fully and to the same e ally present. This appoin	3, Cary, NC, pro at, vote and exect attent and effect a atment of proxy r	exy, with full poute consents with as the undersign may be revoked	wer of substitution, h respect to all of the ed would be entitled by me at any time;
but, if not revoked, it s	shall continue in ful	l force and effect until th	e <u> </u>	day of	<u> </u>
20 <i>08</i>	_(six months from a	date signed). Any appoir	itment of proxy f	ieretofore made	by the undersigned
for the purposes set for	rth herein is hereby	revoked.			
Dated: /-31	, 2008	×			
[Signature]					

CONSTANTINO MASOTTO
Print Name
C.C.D. GROUP, INC.

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
Dated: Z-1, 2008.
[Signature]
WILLIAM KING, PRESIDENT  Print Name  MARKSMEN OF SUFFOLK, LLC
MARKSMEN OF SUITEDING