

P15900



ACCOUNT NO. : 072100000032
REFERENCE : 084910 125232A
AUTHORIZATION : *Patricia Payne*
COST LIMIT : \$ 70.00

ORDER DATE : December 31, 1998

ORDER TIME : 1:54 PM

ORDER NO. : 084910-005

CUSTOMER NO: 125232A

CUSTOMER: Mr. Bennett Marks
Proxymed, Inc.
Suite 110
2555 Davie Road
Ft. Lauderdale, FL 33317

FILED
98 DEC 31 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

PROXYMED ACQUISITION CORP.

INTO

KEY COMMUNICATIONS SERVICE,
INC.

300002728383-4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

See 1/4
98 DEC 31 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROXYMED ACQUISITION CORP., a Florida corporation, P98000106139

into

KEY COMMUNICATIONS SERVICE, INC., an Indiana corporation P15900

File date: December 31, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
of
ProxyMed Acquisition Corp., a Florida corporation
into
Key Communications Service, Inc., an Indiana corporation

FILED
98 DEC 31 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between Key Communications Service, Inc., an Indiana corporation ("Surviving Corp."), and ProxyMed Acquisition Corp., a Florida corporation ("Disappearing Corp.").

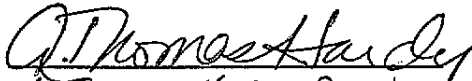
Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), Surviving Corp. and Disappearing Corp. adopt the following Articles of Merger:

1. The Plan of Merger dated as of December 31, 1998 ("Plan of Merger"), between Surviving Corp. and Disappearing Corp. was approved and adopted by the Board of Directors of Surviving Corp. and its Shareholders on December 31, 1998, and was adopted by the Board of Directors and Shareholders of Disappearing Corp. on December 31, 1998, by written consent pursuant to 607.0821, Florida Statutes.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Surviving Corp.'s stock will be acquired by means of a merger of Disappearing Corp. into Surviving Corp. with Surviving Corp. being the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth herein.
4. Pursuant to Section 607.1105(1) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.
5. Pursuant to Section 607.1101(3)(a) of the Act, the Articles of Incorporation of Surviving Corp. are hereby amended and restated as attached hereto as Exhibit "B".

IN WITNESS WHEREOF, the parties hereto have set their hands and seals on this 30th day of December, 1998.

**Key Communications Service, Inc.,
an Indiana corporation**

ATTEST:


A. THOMAS HARDY, Secretary

By: 

Jeff K. Carpenter, President and
Chief Executive Officer

**ProxyMed Acquisition Corp.,
a Florida corporation**

ATTEST:


Bennett Marks, Asst. Secretary

By: 

Harold S. Blue, President

EXHIBIT A

PLAN OF MERGER

1. Merger. Merger between Key Communications Service, Inc., an Indiana corporation (the "Surviving Corp."), and ProxyMed Acquisition Corp., a Florida corporation (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Merger") in accordance with Indiana Code 23-1-40-1 et seq. of the Indiana Business Corporation Law (the "Indiana Act") and with 607.1101 et seq. of the Florida Business Corporation Act (the "Florida Act").

2. Articles of Incorporation and Amendments Thereto. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, as restated in accordance with the Articles of Merger attached hereto, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

3. Distribution to Shareholders of the Constituent Corporations.

(a) Upon the Effective Date, (i) each share of Disappearing Corp.'s common stock that is issued and outstanding at that time shall without more be cancelled; and (ii) each share of Surviving Corp.'s common stock that is issued and outstanding at that time shall without more be converted into and exchanged for 30,997.076 shares of common stock, \$.001 par value, of ProxyMed, Inc., a Florida corporation ("ProxyMed"), which is the sole shareholder of Disappearing Corp., with the result that Surviving Corp. shall become a wholly-owned subsidiary of ProxyMed.

(b) Upon the Effective Date, the holders of certificates for shares of Surviving Corp. stock shall cease to have any rights as shareholders of Surviving Corp. and their sole rights in exchange for them pertain to the right to receive shares of common stock of ProxyMed as set forth herein. Pending such surrender and exchange, such holder's certificate or certificates for shares of Surviving Corp. stock shall be deemed for all corporate purposes to evidence only the right to receive ProxyMed shares in accordance with the terms of this section.

However, unless and until any such Surviving Corp. stock shall have been so surrendered, no dividends payable to the holders of record of ProxyMed as of any date subsequent to the Effective Date shall be paid to the holders of such stock, but upon surrender of any such certificate or certificates, there shall be paid to the record holders the amount of dividends that became payable with respect to the shares of ProxyMed.

4. Satisfaction of Rights of Surviving Corp. Shareholders. All shares of ProxyMed into which shares of Surviving Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

5. Fractional Shares. Fractional shares will not be issued. Former holders of Surviving Corp. stock who would be entitled to receive fractional shares on the Effective Date shall receive a whole share of ProxyMed.

6. Stock Transfer Books. On the Effective Date, Surviving Corp. shall cause its stock transfer books to be closed and its shareholders of record as of that date shall be the shareholders entitled to conversion and exchange as provided herein.

7. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities and duties, all as more particularly set forth in Indiana Code 23-1-40-5(b) and 607.1106 of the Florida Act.

8. Supplemental Action. If at any time after the Effective Date, Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

9. Filing with the Florida Department of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. shall cause its President (or CEO or Vice President) and Secretary (or Assistant Secretary) to execute and acknowledge Articles of Merger in the form attached and upon such execution and acknowledgment, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with 607.1105 of the Florida Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles of Merger, which shall be no later than December 31, 1998.

10. Filing with the Indiana Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Surviving Corp. shall cause its President (or CEO or Vice President) and Secretary (or Assistant Secretary) to execute and acknowledge Articles of Merger in the form attached and upon such execution and acknowledgment, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Indiana Secretary of State. In accordance with Indiana Code 23-1-40-5(b), the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles of Merger, which shall be no later than December 31, 1998.

11. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with the Indiana Act and with 607.1103 of the Florida Act.

12. Termination. At any time prior to the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Constituent Corporations, notwithstanding favorable action by the shareholders of the Surviving Corp.

EXHIBIT "B"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
KEY COMMUNICATIONS SERVICE, INC.

RESTATED ARTICLES OF INCORPORATION
(APRIL, 1986)

FILED
IND. SECRETARY OF STATE
CERTIFICATE NO
LONGER REQUIRED

Prescribed by Edwin J. Simcox
Secretary of State of Indiana
CORPORATIONS DIV.

Present Original and One Copy

Filing Fee \$30
87 DEC 21 P4:23

RESTATED
ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE

KEY COMMUNICATIONS SERVICE, INC.

(Corporate Name)

The above corporation (hereinafter referred to as the "Corporation") existing pursuant to the Indiana Business Corporation Law, desiring to give notice of corporate action effectuating the restatement of its Articles of Incorporation, sets for the following facts:

ARTICLE I
RESTATEMENT

SECTION 1: The name of the Corporation following this restatement is:

Key Communications Service, Inc.

SECTION 2: The exact text of the Restated Articles of Incorporation is attached.

ARTICLE II
MANNER OF ADOPTION AND VOTE
(Strike inapplicable section)

SECTION 1: ~~The restatement does not contain an amendment requiring shareholder approval and the board of directors adopted the restatement.~~

SECTION 2: The restatement contains an amendment requiring shareholder approval and the vote is set forth below.

Vote of Shareholders

The designation (i.e. common, preferred and any classification where different classes of stock exists), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment and the number of votes of each voting group represented at the meeting is set forth as follows:

| | TOTAL | A | B | C |
|--|-------|-----|---|---|
| Designation of Each Voting Group | | | | |
| Number of Outstanding Shares | 122 | 122 | | |
| Number of Votes Entitled To Be Cast | 122 | 122 | | |
| Number of Votes Represented at Meeting | 122 | 122 | | |
| Shares Voted in Favor | 122 | 122 | | |
| Shares Voted Against | -0- | -0- | | |

ARTICLE III
STATEMENT OF CHANGES MADE WITH RESPECT
TO ANY INCREASE IN THE NUMBER OF SHARES
HERETOFORE AUTHORIZED

Aggregate Number of Shares
Previously Authorized

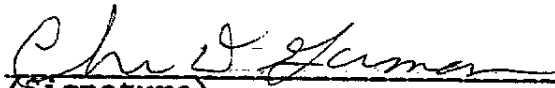
1,000

Increase (indicate "0" or
"N/A" if no increase)

-0-

Aggregate Number of Shares
to be Authorized After Effect
of this Amendment

1,000


 (Signature)

Charles D. Garmon
 (Printed Name)

President
 (Title)

RESTATED
ARTICLES OF INCORPORATION
OF
KEY COMMUNICATIONS SERVICE, INC.

The undersigned, Secretary of KEY COMMUNICATIONS SERVICE, INC. (hereinafter referred to as the "Corporation"), pursuant to an Action By Unanimous Written Consent of the Directors of the Corporation and an Action By Written Consent of the Shareholders of the Corporation, all in accordance with the provisions of Section 7 of Chapter 38 of the Indiana Business Corporation Law, as amended (hereinafter referred to as the "Act"), does hereby execute the following Restated Articles of Incorporation of the Corporation:

ARTICLE I

Name

The name of the Corporation is KEY COMMUNICATIONS SERVICE, INC.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

Section 1. Computer Hardware and Software Purchase, Sale, Lease, Development and Servicing. To develop, purchase, license and lease computer software programs of all

types; to buy, sell, lease and broker computers, peripheral equipment, related equipment and supplies, and office and other equipment of all types whatsoever, and to take all steps and consummate all transactions necessary or desirable to the effective performance of such actions as are appropriate to the proper conduct of such business.

Section 2. Capacity to Act. To have the capacity to act possessed by natural persons, including the authority to perform all such acts as are necessary, convenient or expedient to accomplish the purposes for which it is formed, and such as are not repugnant to law.

Section 3. Rights, Privileges and Powers. Subject to any limitations or restrictions imposed by law, the Corporation shall be empowered to transact any lawful business, and shall have and exercise all the general rights, privileges and powers specified in the Act, as amended.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Registered Office and Agent

The street address of the Corporation's registered office in Indiana and the name of its registered agent at that office is:

Charles D. Garmon
2633 Grantline Road
New Albany, Indiana 47150

ARTICLE V

Authorized Shares

Section 1. Number of Shares. The total number of shares which the Corporation is to have authority to issue is one thousand.

Section 2. Terms of Shares. All shares shall be common, without preference or priority. The Board of Directors may issue the capital stock of the Corporation for such consideration, as described in the Act, as amended, as may be fixed from time to time by the Board of Directors.

ARTICLE VI

Directors

Section 1. Number of Directors. The Board of Directors is composed of two members. The number of directors

may from time to time be fixed by the By-Laws of the Corporation at any number. In the absence of a By-Law fixing the number of directors, the number shall be two.

Section 2. Names and Post Office Addresses of the

Directors: The names and post office addresses of the Board of Directors of the Corporation are:

Charles D. Garmon
2633 Grantline Road
New Albany, Indiana 47150

Phyllis E. Garmon
2633 Grantline Road
New Albany, Indiana 47150

Section 3. Qualifications of Directors (if any):

Directors need not be shareholders of the Corporation.

ARTICLE VII

Provisions for Regulation of Business
and Conduct of Affairs of Corporation

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof. Any shareholder may participate in any meeting of the shareholders of the Corporation, whether an annual meeting or a special meeting, by, or through the use of, any means of communication by which all shareholders participating in

such meeting may simultaneously hear each other during the meeting. Any shareholder participating in such a meeting by this means shall be deemed to be present in person at the meeting. Any action required or permitted by the Act to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all shareholders entitled to vote on such action. The action must be evidenced by one or more written consents describing the action taken, signed by all the shareholders entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Any action thus taken shall be effective when the last shareholder signs the consent, unless the consent specifies a different prior or subsequent effective date. Any consent so signed has the effect of a meeting vote and may be described as such in any document.

Section 2. Meetings of Directors. Meetings of the directors of the Corporation shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. Any director participating

in a meeting by this means is deemed to be present in person at the meeting.

Section 3. Code of By-Laws. The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Code of By-Laws of the Corporation, but the affirmative vote of a majority of the members of the Board of Directors shall be necessary to make such Code or to effect alterations, amendment or repeal thereof.

Section 4. Additional Powers of Directors. In addition to the powers and authorities hereinabove or by statute expressly conferred, the Board of Directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a Corporation organized and existing under the provisions of the Act.

Section 5. Amendment of Articles of Incorporation.

Clause (a). By the State. The General Assembly of the State of Indiana has expressly reserved the right to alter, amend, or repeal the Act, and the Corporation is hereby declared to be subject to such reserved right.

Clause (b). By the Corporation. The Corporation reserves the right to alter, amend, or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter prescribed by the provisions of the Act, or any other pertinent enactment of the General Assembly of the

State of Indiana; and all rights and powers conferred hereby on shareholders, directors and officers of the Corporation are subject to such reserved right.

Section 6. Consent in Lieu of Directors' Meetings.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Any action thus taken shall be effective when the last director signs the consent, unless the consent specifies a different prior or subsequent effective date. Any consent so signed has the effect of a meeting vote and may be described as such in any document.

ARTICLE VIII

Indemnification of Corporate
Directors, Officers and Employees

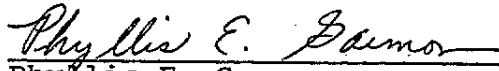
Section 1. Indemnification. Every person who is or was a director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense incurred by such person in his official capacity, provided that such person is determined in the manner specified in Indiana Code 23-1-37-12, as amended, to

TWS12/507.

have met the standard of conduct specified in Indiana Code 23-1-37-8, as amended. Upon demand for such indemnification, the Corporation shall proceed as provided in Indiana Code 23-1-37-12, as amended, to determine whether such person is entitled to indemnification.

Section 2. No Limitation Created. Nothing contained in this Article VIII shall limit or preclude the exercise of any right relating to indemnification of or advance of expenses to any director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer, employee or agent.

I hereby verify subject to the penalties of perjury that the facts contained herein are true.


Phyllis E. Garmon,
Secretary

This Instrument Prepared By:

Thomas W. Sinex
WYATT, TARRANT, COMBS & ORBISON
The Elsby Building
117 East Spring Street
Post Office Box 649
New Albany, Indiana 47150
(812) 945-3561