

P9500007231

SEILER & SAUTTER
ATTORNEYS AND COUNSELORS AT LAW
Suite 200
2900 East Oakland Park Boulevard
Fort Lauderdale, Florida 33306

Alison L. D'Onofrio, Esquire
C. Christian Sautter, Esquire*
John P. Seiler, Esquire

Telephone (954) 568-2122
Telecopier (954) 568-2152
E Mail: Seisau@boca.net

Richard J. Zaden, Esquire
Of Counsel

* Also admitted in Texas

March 6, 1998

200002451362--2
-03/09/98-01157-012
*****35.00 *****35.00

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Amendments

Re: Amended and Restated Articles of Incorporation of The ClaimCard, Inc.
Our file no. 9222/1000

Dear Ladies and/or Gentlemen:

Enclosed is an original and duplicate of the Amended and Restated Articles of Incorporation for the above referenced, together with my remittance in the amount of \$87.50. to cover cost of same. Please file said Articles with and return to the undersigned a certified copy of same in the self-addressed stamped envelope provided herein.

Should you have any questions regarding any of the above, please contact my office.

Very truly yours,

SEILER & SAUTTER



C. Christian Sautter

FILED
98 MAR 16 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Christian Sautter
AUTHORIZATION BY FIDUCIARY
Added date of adoption
03-16-98
D. Connell
encs.
C:\WPWIN\9222\AL1016

Amended & Restated
Articles
03-16-98
DC

SEILER & SAUTTER

ATTORNEYS AND COUNSELORS AT LAW
Suite 200
2900 East Oakland Park Boulevard
Fort Lauderdale, Florida 33306

C. Christian Sautter, P.A.*
John P. Seiler, Esquire

Richard J. Zaden, Esquire
Of Counsel

Telephone (954) 568-2122
Telecopier (954) 568-2152
E Mail: Seisau@boca.net

* Also admitted in Texas

March 6, 1998 (resent March 13, 1998)

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Darlene, Corporate Specialists

Re: Amended and Restated Articles of Incorporation of The ClaimCard, Inc.
Our file no. 9222/1000

Dear Darlene:

I am re-sending the original and duplicate of the Amended and Restated Articles of Incorporation for the above referenced, however my remittance in the amount of \$87.50 to cover cost of same, was previously submitted. Please file said Articles and return to the undersigned a certified copy of same in the self-addressed stamped envelope provided herein.

I have also enclosed a copy of Letter Number 898A00013197 for your reference.

Should you have any questions regarding any of the above, please contact my office, and thank you for your prompt attention and courtesy in this matter.

Very truly yours,

SEILER & SAUTTER



C. Christian Sautter

encls.

C:\WPWIN\9222\L1016



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1998

SEILER & SAUTTER
SUITE 200
2900 EAST OAKLAND PARK BLD.
FT. LAUDERDALE, FL 33306

COPY

SUBJECT: THE CLAIMCARD, INC.
Ref. Number: P95000007231

We have received your document for THE CLAIMCARD, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 898A00013197

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE CLAIMCARD, INC.

FILED
98 MAR 16 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Larence Park and Gary Palmer hereby certify that;

1. They are the duly elected and acting President and Secretary of The ClaimCard, Inc., a Florida corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated to read as follows;

I

The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is Three Million Three Hundred Thirty-three Thousand (3,333,000) shares, Two Million Two Hundred Thousand (2,200,000) shares of which shall be Common Stock (the "Common Stock") and One Million One Hundred Thirty-three Thousand (1,133,000) shares of which shall be Preferred Stock (the "Preferred Stock").

II

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute.

This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this Corporation.

This Certificate of Amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act by the Board of Directors and the stockholders of the Corporation. The total number of outstanding shares entitled to vote or act by written consent was One Million Eighteen Thousand Five Hundred Fifty-eight (1,018,558) shares of Common and Preferred Stock. A majority of the outstanding shares of Common and Preferred Stock approved this Amended and Restated Certificate of Incorporation by written consent in accordance with Section 607.1003 of the Florida Business Corporation Act and written notice of such was given by the Corporation in accordance with said Section 607.1003. The date of adoption was March 2, 1998.

IN WITNESS WHEREOF, THE CLAIMCARD, INC., has caused this Amended and Restated Certificate of Incorporation to be signed by the President and the Secretary in Sunrise, Florida, this 2 day of March, 1998.

THE CLAIMCARD, INC., a
Florida corporation

By: Larence Park
Larence Park, President

By: Gary Palmer
Gary Palmer, Secretary