

**P95000011501**

09/95

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FROM: FOWLER, WHITE, GILLEN, BOGGS, VILLAR  
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STATE OF FLORIDA A.R.ECKARD  
409 EAST GAINES STREET TAMPA FL 33602- 0-0000  
TALLAHASSEE, FL 32399  
CONTACT: DEBBIE LAMB  
PHONE: (813) 228-7411  
FAX: (813) 228-9401  
FROM: (904) 922-4000

(H95000001627)))  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: HEALTHCARE INFORMATICS CORPORATION  
FAX AUDIT NUMBER: H95000001627  
DATE REQUESTED: 02/09/1995  
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TALLAHASSEE, FLORIDA

95 FEB 10 AM 11:51

**FILED**

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RECEIVED  
FEB 10 1995  
OFFICE OF THE  
CLERK OF THE  
SUPREME COURT

FEB-10-1995 10:11 FROM Fowler, White et al.

TO

19849224000 P.002/011



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morfham  
Secretary of State

February 10, 1995

FOWLER WHITE GILLEN BOGGS VILLAR

TAMPA, FL 33602

SUBJECT: HEALTHCARE INFORMATICS CORPORATION  
REF: W95000003000

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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If you have any questions concerning the filing of your document, please call (904) 487-6975.

Jerri Weinmann  
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FAX Aud. #: W95000001627  
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

FEB-10-1995 10:16 FROM Fowler, White et al.

TO

19849224000 P.011/011

Fax Audit Number: H95000001627

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**FLORIDA DEPARTMENT OF STATE**

Jim Smith  
Secretary of State

October 12, 1994

CIS

The name HEALTHCARE INFORMATICS CORPORATION has been reserved for 120 days beginning October 12, 1994. The reservation number is R94000004845 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 394A00045317

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

CR26042

Fax Audit Number: H95000001627

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**ARTICLES OF INCORPORATION  
OF  
HEALTHCARE INFORMATICS CORPORATION**

**FILED**  
95 FEB 10 AM 11:51  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

HealthCare Informatics Corporation

The principal office and mailing address of this corporation shall be:

3501 Frontage Road  
Tampa, Florida 33607

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on February 8, 1995, and shall have perpetual existence.

**ARTICLE III**

**Purpose**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Prepared by:  
Michael S. Murray, Esq.  
P.O. Box 1438  
Tampa, FL 33601  
(813) 228-7411  
Florida Bar #: 986666

#### ARTICLE IV

##### General Powers

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.
- (f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other

securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

## ARTICLE V

### Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the corporation's initial registered office is 3501 Frontage Road, Tampa, Florida 33607 and the name of the corporation's initial registered agent at such address is Albert R. Meyer. The corporation may change its registered office or its registered agent or both by filing with the Department of



State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

#### ARTICLE VII

##### Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as the sole member thereof is as follows:

Name

Address

Albert R. Meyer

3501 Frontage Road  
Tampa, Florida 33607

#### ARTICLE VIII

##### Incorporators

The name and address of the incorporator of this corporation is as follows:

Name

Address

Albert R. Meyer

3501 Frontage Road  
Tampa, Florida 33607

#### ARTICLE IX

##### Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

EB-10-1995 10:15 FROM Fowler, White et al.

TO

19049224300 P.009/011

Flax Audit Number: H97000001627

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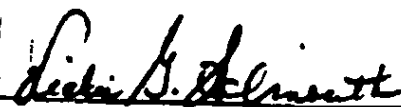
IN WITNESS WHEREOF, I, the undersigned, have executed these  
Articles for the uses and purposes therein stated.

  
Albert R. Meyer

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2<sup>nd</sup>  
day of February, 1995, by ALBERT R. MEYER, who is personally  
known to me or who has produced na as  
identification.

  
Vickie G. Wilmoth  
Print Name

Notary Public

My Commission Expires:



VICKIE G. WILMOUTH  
My Commission OC301767  
Expires Jul. 13, 1997  
Bonded by AHS  
800-882-8878

FEB-09-1995 08:58 FAX Fowler, White et al.

TO

19049224000 P.009/010


Fax Audit Number: 19049224000

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### CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept; the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature

  
Albert R. Meyer  
Registered Agent

Date

2/8/95

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FILED  
95 FEB 10 AM 11:51  
TALLAHASSEE, FLORIDA