

P45000014457

Attn: Terri - can we get
2/15 filing date?
(originally sent 2/15
- see last page)

2/15/95

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

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FROM: EDWARDS & ANGELL

250 ROYAL PALM WAY

PO BOX 3403

PALM BEACH FL 33480-

CONTACT: REBECCA F BLACK

PHONE: (407) 833-7700

FAX: (407) 855-8719

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TECHNOMED, INC.

FAX AUDIT NUMBER: H95000001891

DATE REQUESTED: 02/15/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 14:38:40

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 075410001517

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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* DIV OF CORPORATIONS 10 2

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FAX AUDIT #H95000001891

**ARTICLES OF INCORPORATION
OF
TECHNOMED, INC.**

FILED
55 FEB 15 PM 12:31
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Technomed, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is Two Million (2,000,000) shares of common stock, \$.01 par value per share.

ARTICLE IV. ADDRESS

The mailing address of the corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480.

The street address of the initial registered office of the corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480 and the name of the initial registered agent of the corporation at that address is Edwin W. Russo.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

FAX AUDIT #H95000001891

Edwin W. Russo
Florida Bar No. 069661
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480
(407) 833-7700

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The name and street address of the initial member of the Board of Directors is:

Edwin P. Russo

250 Royal Palm Way, Suite 300
Palm Beach, Florida 33480

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

Fax Audit #H95000001891

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Edwin F. Russo

250 Royal Palm Way, Suite 300
Palm Beach, FL 33480

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 15th day of February, 1985.


Edwin F. Russo, Incorporator

Fax Audit #H95000001891

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→ DIV OF CORPORATIONS: 5

Fax Audit #H95000001891

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements
of Chapter 48.091, Florida Statutes:

Technomed, Inc., desiring to organize under the laws of the
State of Florida with its registered office, as indicated in the
Articles of Incorporation, in the Town of Palm Beach, County of
Palm Beach, State of Florida, has named Edwin F. Russo, located at
250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480, as its
agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above-stated corporation at the place designated in this
Certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of Chapter 48.091, F.S. relative to
keeping open said office.

Accepted this 15th day of February, 1995.


Edwin F. Russo, Registered Agent

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95 FEB 15 PM 12:31
STATE
ALLAHAMSEE, FLORIDA

Fax Audit #H95000001891

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QED. . .

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→ DIV OF CORPORATIONS: 2

FAX AUDIT #H9500002442

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TECHNOMED, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -2 PM 1:02

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is Technomed, Inc.
Second: The amendment to the Articles of Incorporation is as follows:

ARTICLE III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is Twenty Million (20,000,000) shares of common stock, \$.001 par value per share."

Third: The foregoing amendment of the Articles of Incorporation was adopted as of the 2nd day of March, 1995, by written consent of the sole Director prior to the issuance of any shares of capital stock by the Corporation. Shareholder action was not required.

IN WITNESS WHEREOF, the undersigned sole Director of this Corporation has executed these Articles of Amendment to the

FAX AUDIT #H9500002442

Edwin Fortune Russo
Florida Bar No. 069661
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480
(407) 833-7700

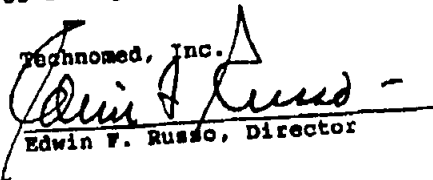
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→ DIV OF CORPORATIONS: 3

FAX AUDIT #H95000002442

Articles of Incorporation on this 2nd day of March, 1995, and
do hereby certify that the facts stated in these Articles of
Amendment to the Articles of Incorporation are true and correct.

Technomed, Inc.


Edwin F. Russo, Director

79500014457

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

LAWRENCE J. LANGER
BOARD CERTIFIED
WORKERS' COMPENSATION

PATRICIA E. THORNE

OF COUNSEL:
RICHARD L. ABEDON
EDWIN F. RUSSO

1896 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33409
(407) 683-7110

4163 SOUTH CONGRESS AVENUE
LAKE WORTH, FLORIDA 33461
(407) 439-1600

362 SOUTH MAIN STREET
BELLE GLADE, FLORIDA 33430
(407) 996-1448

PLEASE REPLY TO:
WEST PALM BEACH OFFICE

June 9, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

900001511779
-06/13/95--01052--011
*****35.00 *****35.00

RE: TechnoMed, Inc.

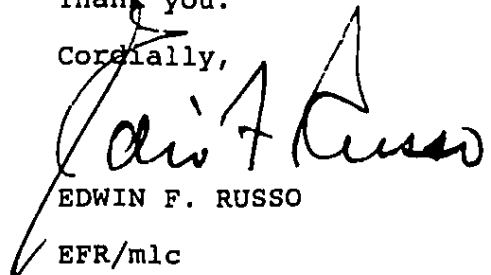
Gentlemen:

Please find enclosed the original and one copy of an Amendment to the Articles of Incorporation of Technomed, Inc., together with my check for thirty five dollars (\$35.00) in payment of the filing fee.

Please be good enough to stamp the enclosed copy "as filed" with the Secretary of State and return to me at the above address.

Thank you.

Cordially,


EDWIN F. RUSSO

EFR/mlc

enc/

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FILED
95 JUN 12 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
650

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TECHNOMED, INC.

FILED
JUN 12 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is TechnoMed, Inc.

Second: The amendment to the Articles of Incorporation is as follows:

ARTICLE III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE III, CAPITAL STOCK

A. The aggregate number of shares which the Corporation shall have the authority to issue is 50,000,000 which are divided into 40,000,000 shares of Common Stock, .001 cent par value per share, and 10,000,000 shares of Preferred Stock, \$1.00 par value per share.

B. Preferred Stock.

(1) Shares of Preferred Stock may be issued from time to time in one or more classes as may from time to time be determined by the Board of Directors, each of said classes to be distinctly designated. All shares of any one class of Preferred Stock shall be alike in every particular, except that there may be different dates, from which dividends, if any, thereon shall be cumulative, if made cumulative. The authority to establish the voting powers and the preferences and relative, participating, optional and other

special rights of each such class, and the qualification, those of any and all other classes at any time outstanding, is hereby expressly granted to the Board of directors of the Corporation, to fix by resolution or resolutions adopted, prior to the issuance of any shares of a particular class of Preferred Stock, the voting powers and the designation, preferences and relative, optional and other special rights, including conversion rights by the registered owner thereof and/or mandatory conversion of the Preferred Stock upon the direction of the Corporation and the qualifications, limitations and restrictions of such class, including, but without limiting the generality of the foregoing, the following:

(a) The distinctive designation of, and the number of shares of Preferred Stock, which shall constitute such class, which number may be increased (except where otherwise provided by the Board of Directors) or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of directors;

(b) The rate and times at which, and the terms and conditions on which dividends, if any, on Preferred Stock of such class shall be paid, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes of stock, and whether such dividends shall be cumulative or non-cumulative;

(c) The right, if any, of the holders of Preferred Stock of such class to convert the same into, or exchange the same for shares of any other class or classes of stock of the

Corporation, and the terms and conditions of such conversion or exchange;

(d) Whether or not Preferred Stock of such class shall be subject to redemption, and the redemption price or prices and the time or times at which, and the terms and conditions on which Preferred Stock of such class may be redeemed;

(e) The rights, if any, of the holders of Preferred Stock of such class upon the voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding-up of the Corporation;

(f) The terms of the sinking fund or redemption or purchase account, if any, to be provided for the Preferred Stock of such class; and

(g) The voting powers, if any, of the holders of such class of Preferred Stock which may, without limiting the generality of the foregoing, include the right, voting as a class or by itself, or together with other classes of Preferred Stock, to elect one or more directors of the Corporation if there shall have been a default in the payment of dividends on any one or more classes of Preferred Stock, or under such other circumstances and on such conditions as the Board of Directors may determine.

(2) The relative powers, preferences and rights of each class of Preferred Stock in relation to the powers, preferences and rights of each other class of Preferred Stock shall, in each case, be fixed from time to time by the Board of Directors and the

consent, by class vote or otherwise, of the holders of such of the classes of Preferred Stock as are from time to time outstanding, and shall not be required for the issuance by the Board of Directors of any other classes of Preferred Stock, whether or not the powers, preferences and rights of such other classes shall be fixed by the Board of Directors as senior to, or on a parity with the powers, preferences and rights of such outstanding classes, or any of them; provided, however, the Board of Directors may provide in the resolution or resolutions as to any classes of Preferred Stock that the consent of the holders of a majority (or such greater proportion as shall be therein fixed) of the outstanding shares of such classes voting therein shall be required for the issuance of any or all other classes of Preferred Stock.

(3) Subject to the provisions of subparagraph (2) of this paragraph (B), shares of Common Stock or any class of Preferred Stock may be issued from time to time as the Board of Directors of the Corporation shall determine and on such terms and for such consideration as shall be fixed by the Board of directors.

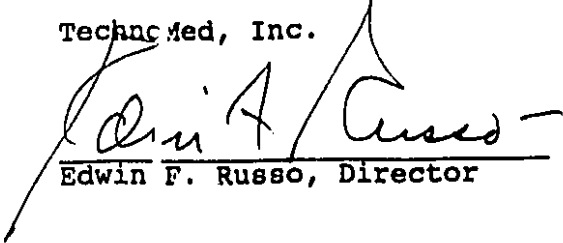
(4) The authorized amount of shares of Common Stock and of Preferred Stock may, without a class vote, be increased or decreased from time to time by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote thereon.

Third: The foregoing amendment of the Articles of Incorporation was adopted as of the 1st day of June, 1995, by written consent of the sole Director prior to the issuance of

any shares of Capital Stock by the Corporation. Shareholder action was not required.

IN WITNESS WHEREOF, the undersigned sole Director of this Corporation has executed these Articles of Amendment to the Articles of Incorporation on this 1st day of June, 1995, and do hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

TechnoMed, Inc.


Edwin F. Russo, Director

Prepared by:

Edwin Fortune Russo
Florida Bar No. 069661
Langer & Thorne
1896 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33409
(407) 683-7110

FILED
95 JUN 12 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA