

March 3, 1995

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FILED
95 MAR -6 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CompuMed, Inc.
3540 Cesery Blvd.
Jacksonville, Florida 32277

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

400001422744
-03/07/95--01072--016
*****78.75 *****78.75

RE: Filing of New Corporation

Gentlemen:

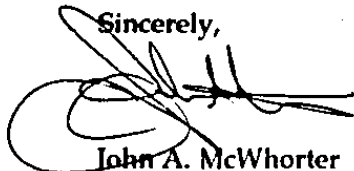
Please find enclosed two copies of the Articles of Incorporation for CompuMed, Inc. Also enclosed is the Transmittal Letter and Certificate of Designation of Registered Agent and a check in the amount of \$78.75 for the filing fee and certificate.

Please process this application and return the appropriate information to:


CompuMed, Inc.
3540 Cesery Blvd.
Jacksonville, Florida 32277

Thank you for your help in this matter.

Sincerely,


John A. McWhorter

encl

3/8/95


ARTICLES OF INCORPORATION

of
CompuMed, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

25 MAR - 6 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be:

CompuMed, Inc..

ARTICLE II: NATURE OF THE BUSINESS

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporation property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**3540 Cesery Blvd.
Jacksonville, Florida 32277**

ARTICLE IV: SHARES

The aggregate number of shares which the corporation shall have authority to issue is five hundred (500), all of which are without par value and are of the same class and are to be common shares.

ARTICLE V: TERM

This corporation shall have perpetual existence.

ARTICLE VI: DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by a majority vote of the shareholders,

but shall never be less than three, unless all of the outstanding shares are owned beneficially and of record by less than three shareholders. In which event the number of directors shall not be less than the number of shareholders. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VII: INITIAL DIRECTORS

The names and post office addresses of the members of the first board of directors of the corporation are:

- | | | |
|---------------------------|---------------------|-------------------------------------|
| 1. Chairman of the Board | John A. McWhorter | Cesery Blvd. Jacksonville, Fl 32277 |
| 2. Secretary of the Board | Martha J. McWhorter | Cesery Blvd. Jacksonville, Fl 32277 |

ARTICLE VIII: INITIAL REGISTERED AGENT / STREET ADDRESS

The name and address for the initial registered agent is:

John A. McWhorter
3540 Cesery Blvd.
Jacksonville, Florida 32277
(904) 744-9628

ARTICLE IX: INCORPORATORS

The Name and street address of the sole incorporator to these Articles of Incorporation is:

John A. McWhorter 3540 Cesery Blvd. Jacksonville, Florida 32277

ARTICLE X: MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or incumbrance of

the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one of more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculation the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI: INDEMNITY

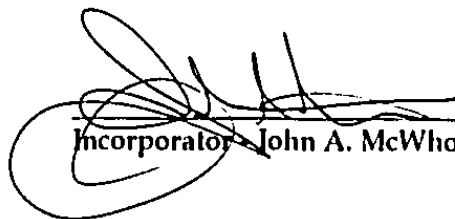
This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs

of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XII: AMENDMENT

These articles of incorporation may be amended in the manner provide by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a one-vote-per-share of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of March, 1995.


Incorporator John A. McWhorter

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CompuMed, Inc.

2. The name and address of the registered agent and office is:

John A. McWhorter

3540 Cesery Blvd.

Jacksonville, Florida 32277

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Signature)

(Date)

3/1/95

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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