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PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 655543 11422A

AUTHORIZATION :

COST LIMIT : 9 70.00

*Patricia Pigitt*

ORDER DATE : August 8, 1995

ORDER TIME : 9:51 AM

ORDER NO. : 655543

CUSTOMER NO: 11422A

CUSTOMER: Ms. Jan C. Cheezem  
CHEEZEM MONTELLO & KENNEY

Suite 1200  
701 Brickell Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: INCELL EDI SERVICES, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

T. BROWN AUG - 8 1995

FILED  
95 AUG -8 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION  
OF  
INCELL EDI SERVICES, INC.

FILED  
95 AUG -8 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: Incell EDI Services, Inc. (hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence on the date of filing of these Articles of Incorporation and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 100 shares of common stock with a par value of \$1.00 per share.

#### ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Rossz Fiu Corporation  
701 Brickell Avenue, Suite 1200  
Miami, Florida 33131

#### ARTICLE VI

The Corporation shall have two directors initially. The names and addresses of the initial directors of the corporation, whom shall hold office until their successors are elected and qualified or until their earlier resignations or removal from office is:

Richard A. Johnson  
701 Brickell Avenue, Suite 1200  
Miami, Florida 33131

James S. Feinberg  
701 Brickell Avenue, Suite 1200  
Miami, Florida 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

#### ARTICLE VII

The name and address of the incorporator of the Corporation is:

Jan Carson Cheezem  
CHEEZEM MONTELLO & KENNEY, P.A.  
701 Brickell Avenue, Suite 1200  
Miami, Florida 33131

ARTICLE VIII

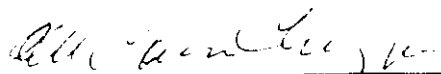
The mailing address of the Corporation's principal office shall be:

701 Brickell Avenue, Suite 1200  
Miami, Florida 33131

ARTICLE IX

This corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

Executed at Miami, Florida this 7th day of August, 1995.

  
\_\_\_\_\_  
Jan Carson Cheezem, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Incell EDI Services, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 27th day of August, 1995.

ROSSZ FIU CORPORATION

By: Jan Carson Cheezem

Jan Carson Cheezem,  
President  
Registered Agent

FILED  
95 AUG -9 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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