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FILED
65 FEB 15 PM 2 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 15, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Attn.: New Filings
409 E. Gaines St.
Tallahassee, FL 32399

800001717028
-02/16/96--01053--017
****125.00 ****125.00

Re: Physician Automation Devices, Inc.

Dear Sir or Madame:

Enclosed please find two original signed Articles of Incorporation and a check in the amount of \$125.00 for the above referenced corporation. Please file these Articles and return a stamped original to my attention.

Sincerely,
Vicki A. Evans
Vicki L. Evans

Enclosure

Handwritten signature
2:30 PM

**ARTICLES OF INCORPORATION
OF
PHYSICIAN AUTOMATION DEVICES, INC.**

FILED
96 FEB 16 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Physician Automation Devices, Inc. The mailing address of the corporation shall be 1645 Palm Beach Lakes Blvd., Suite 400, West Palm Beach, FL 33401.

ARTICLE II

The general nature of the business to be transacted by the corporation is:

(a) To buy, sell, lease, rent, manufacture, produce and generally trade in, store, carry and transport all kinds of equipment, goods, wares, merchandise, provisions and supplies;

(b) To acquire by purchase or otherwise, own, hold, buy, sell, convey, lease, mortgage or encumber real estate or other property, personal or mixed; and

(c) To exercise and enjoy all the rights, powers and privileges incident to corporations for profit, organized and

existing by virtue of the laws and Constitution of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation at least equivalent to the full value of the stock issued.

ARTICLE IV

The term of existence of this corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

Joel H. Yudenfreund, Esquire
Chopin, Miller & Yudenfreund
440 Royal Palm Way, Suite 200
Palm Beach, Florida 33480

ARTICLE VI

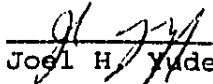
The street address of the corporation's initial registered office and name of its initial registered agent at such address is as follows:

Joel H. Yudenfreund, Esquire
440 Royal Palm Way, Suite 200
Palm Beach, Florida 33480

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by Florida law.

WITNESS the hand and seal of the said incorporator this 15th day of February, 1996.

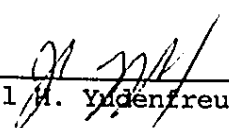


Joel H. Yudenfreund

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act: That
Physician Automation Devices, Inc., desiring to organize under the
laws of the State of Florida with its principal office in the
County of Palm Beach, State of Florida, has named Joel H.
Yudenfreund, Attorney at Law, located at 440 Royal Palm Way, Suite
200, Palm Beach, Florida 33480, as its agent to accept service of
process within this State.

Having been named to accept service of process for the above
stated corporation, at a place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.



Joel H. Yudenfreund, Registered Agent