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Phone : (305) 789-5449  
Fax number : (305) 579-0717

Please contact Joe Marinello  
at 305-574-0513 with comment.

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Dynamic Healthcare Technologies, Inc.

8/20/98

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Dynamic Healthcare Technologies, Inc.

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**AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
DYNAMIC HEALTHCARE TECHNOLOGIES, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article VI of the Articles of Incorporation of **DYNAMIC HEALTHCARE TECHNOLOGIES, INC.** was amended by the corporation's board of directors on July 24, 1998. The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is **DYNAMIC HEALTHCARE TECHNOLOGIES, INC.** (the "Corporation").

2. Article VI of the Articles of Incorporation of **DYNAMIC HEALTHCARE TECHNOLOGIES, INC.** was amended as follows:

The Corporation is authorized to issue Forty Million (40,000,000) shares of Common Stock at \$.01 par value per share. The Corporation is authorized to issue Ten Million (10,000,000) shares of Preferred Stock, at \$.01 par value per share, in such series and variations in the relative rights and preferences, including voting rights, if any, between such series as the Board of Directors shall determine.

Of the shares of Preferred Stock, the Corporation is authorized to issue up to One Million (1,000,000) shares of Series C 8% Redeemable Convertible Preferred Stock, \$.01 par value per share (the "Series C Preferred Stock"), which shall have the following attributes:

1. Designations. One Million (1,000,000) shares of the Preferred Stock of the Corporation shall constitute a series of Preferred Stock designated as "Series C 8% Redeemable Convertible Preferred Stock" ("Series C Preferred Stock").

2. Dividends.

(a) Each holder of shares of Series C Preferred Stock will be entitled to receive, on a *pari passu* basis, when and as declared by the Board of Directors out of assets of the Corporation legally available for payment, a cumulative annual cash dividend at the rate of \$0.16 per share of the Series C Preferred Stock payable quarterly in arrears on March 31, June 30, September 30 and December 31, commencing September 30, 1998 (each a "dividend payment date"); provided that, if on any such day banks in the City of New York are authorized or required to close, dividends otherwise payable on such day will be payable on the next day that banks in the City of New York are not authorized or required to close. Such dividends will be payable, in arrears, to holders of record as they appear on the stock books of the Corporation on such record dates, not more than 60 days nor less than 10 days preceding the payment dates

Prepared by: Paul Berkowitz, Bar #263990  
Greenberg, Traurig  
1221 Brickell Avenue  
Miami, FL 33131  
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thereof, as shall be fixed by the Board of Directors. The amount of dividends payable per share for each dividend period shall be computed by dividing by four the \$0.16 annual dividend. The amount of dividends payable on the Series C Preferred Stock for the initial dividend period and for any period shorter than a full quarterly dividend shall be computed on the basis of a 360-day year of twelve 30-day months. Dividends on shares of Series C Preferred Stock shall cease to accrue upon the redemption or conversion of such shares pursuant to Section 4 or Section 6 hereof.

(b) In the event the Corporation (i) shall be in default under the terms of any loan agreements or similar agreement with commercial lenders for borrowed money; (ii) shall file for, or have filed against it a petition for bankruptcy; or (iii) shall not make a dividend payment when due (any of which, shall be an "Event of Default") the dividend rate on the Series C Preferred Stock shall increase to fifteen (15%) percent per annum (the "Default Dividend Rate"), so long as the Event of Default continues.

(c) The Corporation may not declare or pay any dividend or make any distribution of assets on, or redeem, purchase or otherwise acquire, shares of common stock of the Corporation ("Common Stock") or of any other stock of the Corporation ranking junior to the Series C Preferred Stock as to the payment of dividends or the distribution of assets upon liquidation, dissolution or winding up, unless all accrued and unpaid dividends on the Series C Preferred Stock for all prior dividend periods have been or contemporaneously are declared and paid (including any dividends paid pursuant to Section 2(b)) and the full quarterly dividend on the Series C Preferred Stock and for the current dividend period has been or contemporaneously is declared and set apart for payment.

### 3. Rights on Liquidation, Dissolution or Winding Up, Etc.

(a) In the event of any voluntary or involuntary liquidation of the Corporation, the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus or earnings, shall be distributed in the following order of priority:

(i) The holders of the Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution to the holders of Common Stock or any class of stock ranking as to dividends or upon liquidation junior to the Series C Preferred Stock (x) as to the holders of Series C Preferred Stock, an amount equal to the greater of (A) \$2.00 per share for each share of Series C Preferred Stock then outstanding, and, in addition, an amount equal to all accrued but unpaid dividends on such share of Series C Preferred Stock as of the date such payment is made to the holders of Series C Preferred Stock or (B) the amount the holders of Series C Preferred Stock would have received had the holders of Series C Preferred Stock converted the Series C Preferred Stock into Common Stock as provided in Section 6 immediately prior to the voluntary or

involuntary liquidation and, in addition, an amount equal to all accrued but unpaid dividends on such shares of Series C Preferred Stock as of the date such payment is made to the holders of Series C Preferred Stock.

(ii) Distributions made to holders of Series C Preferred Stock pursuant to this Section 3(a) shall be made pro rata based on the amounts the respective liquidation preferences of the Series C Preferred Stock determined in accordance with Section 3(a)(i) bear to the total amount available for distribution.

(iii) After distribution of the amounts set forth in Section 3(a)(i) above, the remaining assets of the Corporation available for distribution, if any, to the shareholders of the Corporation shall be distributed to the holders of issued and outstanding shares of Common Stock, pro rata, based upon their respective holdings.

#### 4. Redemption of Series C Preferred Stock

(a) On any date on or after two (2) years from the date of issuance, the Corporation may, at its option, (unless otherwise prevented by law) redeem, upon the written notice to the holders of the then outstanding shares of Series C Preferred Stock (which notice shall state the Corporation's intention to exercise the redemption option set forth herein as provided in Section 4(a)). The redemption price of shares of the Series C Preferred Stock shall be equal to \$2.00 plus any accrued but unpaid dividends as of the redemption date.

(b) Notice of any Series C Preferred Stock redemption date and the redemption option exercisable in connection therewith pursuant to this Section 4 shall be sent by the Corporation by first-class certified mail, return receipt requested, postage prepaid, to the holders of record of shares of Series C Preferred Stock at their respective addresses as the same shall appear on the books of the Corporation. Such notice shall be mailed not less than 30 nor more than 60 days in advance of the applicable Series C Preferred Stock redemption date. At any time on or after the Series C Preferred Stock redemption date, the holders of record of shares of Series C Preferred Stock to be redeemed on such Series C Preferred Stock redemption date in accordance with this Section 4 shall be entitled to receive the applicable redemption price upon actual delivery to the Corporation or its agents of the certificates representing the shares to be redeemed. If upon any redemption the assets of the Corporation available for redemption shall be insufficient to pay the holders of the shares of Series C Preferred Stock the full amounts to which they shall be entitled, the holders of shares of Series C Preferred Stock shall share ratably in any such redemption according to the respective amounts which would be payable in respect of such shares to be redeemed to the holders thereof if all amounts payable on or with respect to such shares were paid in full.

5. Voting Rights. The holders of the Series C Preferred Stock shall have no voting rights whatsoever, except for any voting rights to which they may be entitled under the laws of



the State of Florida, provided, however, that if dividends on the Series C Preferred Stock shall be in arrears for two calendar quarter(s) and so long as such dividends shall be in arrears, each holder of shares of Series C Preferred Stock shall be entitled to such number of votes in respect of such Series C Preferred Stock as shall equal the largest whole number of shares of Common Stock into which such Series C Preferred Stock are then convertible as provided in Section 6 hereof, to vote on all matters to which holders of Common Stock shall be entitled to vote, voting together with the holders of Common Stock as one class.

6. Conversion of Series C Preferred Stock.

(a) The holders of Series C Preferred Stock shall have the right, at such holder's option, at any time or from time to time to convert such shares of Series C Preferred Stock into such whole number of fully paid and nonassessable shares of Common Stock which results from multiplying the number of shares of Series C Preferred Stock to be converted by the "Conversion Value" and dividing the result by the Conversion Price. The number of shares of Common Stock into which the Series C Preferred Stock is convertible is hereinafter collectively referred to as the "Conversion Rate" for such series. The initial Conversion Price per share of the Series C Preferred Stock shall be \$2.00, and the Conversion Value per share of Series C Preferred Stock shall be \$2.00. The holder of any shares of Series C Preferred Stock exercising the aforesaid right to convert such shares into shares of Common Stock shall be entitled to receive, in cash, an amount equal to all accrued dividends with respect to such shares of Series C Preferred Stock up to and including the respective conversion date of the Series C Preferred Stock.

(b) Each share of Series C Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price in accordance with Section 6(a) for such series if the Corporation's Common Stock shall have traded above 200% of the then effective Conversion Price for twenty (20) consecutive trading days with an average weekly trading volume of at least 250,000 shares provided that the shares of Common Stock received upon conversion must be registered or eligible to be sold pursuant to Rule 144 promulgated under the Securities Act of 1933 as amended.

(c) The Conversion Price of the Series C Preferred Stock shall be subject to adjustment from time to time as set forth below.

(i) If the Corporation shall issue, after the initial issuance date of the Series C Preferred Stock, any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price for the Series C Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for such series in effect immediately prior to each such issuance shall forthwith (except as otherwise provided in this clause (i)) be reduced to such lower

purchase price (or in the case of options and similar securities, the consideration received for the option and the consideration to be received upon exercise of such option) or, if for no consideration, \$.01.

(ii) "Additional Stock" as used herein shall mean any shares of Common Stock issued (or deemed to have been issued) or rights, warrants, options or other exchangeable securities convertible into Common Stock (including shares of Common Stock held in the Corporation's Treasury) by the Corporation after July 29, 1978.

(iii) Except to the limited extent provided for in subsection 6(c)(vii), no adjustment of such Conversion Price pursuant to this section 6(c) shall have the effect of increasing the Conversion Price for the Series C Preferred Stock above the Conversion Price for the Series C Preferred Stock in effect immediately prior to such adjustment.

(iv) No adjustment in the Conversion Price for the Series C Preferred Stock shall be required unless such adjustment would require an increase or decrease of at least one cent (\$.01) in such price; provided, however, that any adjustments which by reason of this subsection (iv) are not required to be made shall be carried forward and taken into account in any subsequent adjustment required to be made hereunder. All calculations under this Section 6(c) shall be made to the nearest one cent (\$.01). In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by the Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(v) In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined in good faith by the Board of Directors.

(vi) In the case of the issuance (whether before, on or after the original issuance date of the Series C Preferred Stock) of options to purchase or rights to subscribe for Common Stock, securities by their terms convertible into or exchangeable for Common Stock or options to purchase or rights to subscribe for such convertible or exchangeable securities, the following provisions shall apply for all purposes of this Section 6(c):

(A) The aggregate maximum number of shares of Common Stock deliverable upon exercise (assuming the satisfaction of any conditions to exercisability, including, without limitation, the passage of time, but without taking into account potential anti-dilution adjustments) of such options to

purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided in subsections 6(c)(v) and 6(c)(vi), if any, received by the Corporation upon the issuance of such options or rights plus the minimum exercise price provided in such options or rights (without taking into account potential anti-dilution adjustment) for the Common Stock covered thereby.

(B) The aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange (assuming the satisfaction of any conditions to convertibility or exchangeability, including, without limitation, the passage of time, but without taking into account potential anti-dilution adjustments) for any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof, shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation (without taking into account potential anti-dilution adjustments) upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided in subsections 6(c)(v) and 6(c)(vi).

(C) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon exercise of such options or rights or upon conversion of or in exchange for such convertible or exchangeable securities (excluding a change resulting solely from the anti-dilution provisions thereof if such change results from an event which gives rise to an anti-dilution adjustment under this subsection 6(c)), the Conversion Price of the Series C Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(D) Upon the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the

Conversion Price of the Series C Preferred Stock, to the extent in any way affected by or computed using such options, rights or securities or options or rights related to such securities, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and convertible or exchangeable securities which remain in effect) actually issued upon the exercise of such options or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities.

(E) The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to subsections 6(c)(vi)(A) and 6(c)(vi)(B) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either subsection 6(c)(vi)(C) or 6(c)(vi)(D).

(vii) If, prior to the conversion or redemption of a share of Series C Preferred Stock, the Company shall issue any shares of Common Stock as a stock dividend or subdivide the number of outstanding shares of Common Stock into a greater number of shares of Common Stock, then, and in either of such cases, the number of shares of Common Stock into which a share of Series C Preferred Stock is then convertible shall be proportionately increased; and, conversely, in the event the Company shall contract the number of outstanding shares of Common Stock by combining such shares of Common Stock into a smaller number of shares of Common Stock, then, and in such case, the number of shares of Common Stock into which a share of Series C Preferred Stock is then convertible shall be proportionately decreased. The declaration of a dividend payable in cash on shares of Common Stock at substantially the same time as the Company offers to its shareholders a right to purchase new shares of Common Stock from the proceeds of such dividend or for an amount substantially equal to the dividend, shall, for the purpose hereof, be deemed to have been issued as a share dividend. Any dividend paid or distributed upon the shares of Common Stock or a class of securities convertible into shares of Common Stock shall be treated as a dividend paid on the Common Stock to the extent that shares of Common Stock are issuable upon the conversion thereof.

An adjustment made pursuant to this subparagraph (d) shall become effective (i) in the case of a dividend, immediately after the opening of business on the day following the record date for the determination of shareholders entitled to receive such dividend and (ii) in the case of a subdivision or contraction, immediately after the time when such subdivision or contraction, as the case may be, becomes effective.

(d) Before any holder of Series C Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series C

Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for the shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series C Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series C Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(e) In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or options or rights to the holders of the Corporation's Common Stock, then, in each such case for the purpose of this subsection 6(e), the holders of the Series C Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series C Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(f) If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 6) provision shall be made so that the holders of the Series C Preferred Stock shall thereafter be entitled to receive upon conversion of the Series C Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 6 with respect to the rights of the holders of the Series C Preferred Stock after the recapitalization to the end that the provisions of this Section 6 (including adjustment of the Conversion Price then in effect and the number of shares issuable upon conversion of the Series C Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(g) The Corporation will not, by amendment of its Amended and Restated Articles of Incorporation, as amended through the date of the filing hereof, or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 6 and

in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series C Preferred Stock against impairment.

(h) If any capital reorganization or reclassification of the capital stock of the Corporation, or consolidation or merger of the Corporation with and into another corporation, or the sale of all or substantially all of its assets to another corporation, shall be effected while any shares of Series C Preferred Stock are outstanding in such a manner that holders of shares of Common Stock shall be entitled to receive stock, securities or assets with respect to or in exchange for Common Stock, then, as a condition of such reorganization, reclassification, consolidation, merger or sale, lawful and adequate provision shall be made whereby each holder of Series C Preferred Stock shall thereafter have the right to receive upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Common Stock immediately theretofore receivable upon conversion of Series C Preferred Stock, such shares of stock, securities or assets as may be issued or payable with respect to or in exchange for a number of outstanding shares of such Common Stock equal to the number of shares of such Common Stock immediately theretofore so receivable had such reorganization, reclassification, consolidation, merger or sale not taken place, and in such case appropriate provision shall be made with respect to the rights and interests of the holders of Series C Preferred Stock to the end that the provisions hereof shall thereafter be applicable, as nearly as may be possible, in relation to any shares of stock, securities or assets thereafter deliverable upon the conversion of such shares of Series C Preferred Stock. The Corporation shall not effect any such consolidation, merger or sale unless prior to or simultaneously with the consummation thereof the survivor or successor corporation (if other than the Corporation) resulting from such consolidation or merger or the corporation purchasing such assets shall assume by written instrument executed and mailed or delivered to each holder of Series C Preferred Stock, the obligation to deliver to such holders of Series C Preferred Stock such shares of stock, securities or assets as, in accordance with the foregoing provisions, such holder of Series C Preferred Stock may be entitled to receive, and containing the express assumption of such successor corporation of the due and punctual performance and observance of every provision of these Articles of Incorporation to be performed and observed by the Corporation and of all liabilities and obligations of the Corporation hereunder with respect to the Series C Preferred Stock.

(i) (i) No fractional shares shall be issued upon the conversion of any share or shares of the Series C Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall make a cash payment equal to the Current Market Price of the Common Stock as of two business days prior to payment multiplied by such fraction.

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of Series C Preferred Stock pursuant to this Section 6, the Corporation,

at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series C Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series C Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price for such Series C Preferred Stock at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of such Series C Preferred Stock.

(j) In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series C Preferred Stock, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(k) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series C Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series C Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series C Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series C Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these provisions. The Corporation shall pay all documentary, stamp or other transactional taxes attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Series C Preferred Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of the shares of Series C Preferred Stock in respect of which such shares are being issued. All shares of Common Stock which may be issued in connection with the conversion provisions set forth herein will, upon issuance by the Corporation, be validly issued, fully paid and nonassessable and free from all taxes, liens or charges with respect thereto.

(l) Any notice required by the provisions of this Section 6 to be given to the holders of shares of Series C Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

(m) In the event any shares of Series C Preferred Stock shall be converted pursuant to this Section 6, the shares so converted shall be cancelled. The Amended and Restated Articles of Incorporation of the Corporation, as amended, may be appropriately amended from time to time to effect the corresponding reduction in the Corporation's authorized capital stock.

7. Definitions. The term "Current Market Price" at any date of one share of Common Stock means the daily closing price on the day before the day in question. The closing price shall be the last reported sales price or, in case no such reported sales took place on such day, the average of the last reported bid and asked prices, in either case on the principal national securities exchange on which the common stock is listed or admitted to trading (or if the common stock is not at the time listed or admitted for trading on any such exchange, then such price as shall be equal to the average of the last reported bid and asked prices as reported by the National Association of Securities Dealers Automated Quotations Systems ("NASDAQ") on such day, or if, on any day in question, the common stock shall not be quoted on NASDAQ, then such price shall be equal to the last reported bid and asked prices on such day as reported by the National Quotation Bureau, Inc. or any similar reputable quotation and reporting service, if such quotation is not reported by the National Quotation Bureau, Inc. If such quotation is not reported by a reputable quotation and reporting service, then Current Market Price shall be as determined in good faith by a majority of the Corporation's Board of Directors.

8. The foregoing resolution was duly adopted by the Board of Directors of the Corporation on July 24, 1998.

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**IN WITNESS WHEREOF**, the undersigned Director of this Corporation has  
executed these Articles of Incorporation on July 27, 1998

**DYNAMIC HEALTHCARE TECHNOLOGIES,  
INC.**

By   
MITCHELL LASKEY, President/Treasurer

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