

P96000061222

TRIDENT MEDICAL CONCEPTS, INC.

1702 Terrace Drive East  
Lake Worth, FL 33462-6473  
(407) 547-5293  
FAX (407) 547-5294

407 854-4763

July 17, 1996

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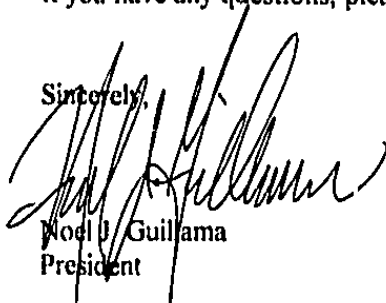
Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

Dear Sirs:

Enclosed please find a check for \$122.50 to file the Articles of Incorporation for Trident Medical Concepts, Inc.

If you have any questions, please contact me at the number listed above.

Sincerely,

  
Noel J. Guillama  
President

23  
JUL 22 1996 BSB

NG/wm  
DOC:TMC-AOI.COVLTR

Noel Guillama GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT amount 50/100  
DATE 7/23/96  
LOC. EXAM 135.6

FILED  
96 JUL 19 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TRIDENT MEDICAL CONCEPTS, INC.

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.

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96 JUL 19 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be Trident Medical Concepts, Inc. The principal place of business shall be 2240 Woolbright Road, Suite 342, Boynton Beach, FL 33426.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

A. Common Stock

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, \$ 0.001 par value per share and 10,000,000 shares of Preferred Stock, \$ 0.001 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 class(es) is 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 voting powers and the preferences and relative, participating, optional and other special rights of each such class, and the qualifications, those of any and all other classes at any time outstanding; and that Board of Directors of the Corporation is hereby expressly granted authority to fix by resolution or resolutions adopted prior to the issuance of any particular class of Preferred Stock the voting powers and the designation, preferences and relative, optional and other special rights, 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 decrease (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 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 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 class 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 relationship to the powers, preference and rights of each other class of Preferred Stock shall in each case, be as 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 shall not be required for the issuance by the Board of Directors of any other class(es) of Preferred Stock whether or not those 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, that the Board of Directors may provide in the resolution or resolutions that the consent of the holders of a majority (or such greater proportion as shall be therein fixed) of the outstanding shares of such class 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 the Commons Stock or any other class of Preferred Stock as maybe be from time to time as the Board of Directors of the Corporation shall determine and on such terms and for such consideration as shall 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 decrease from time to time by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote thereon.

#### ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation is 2240 Woolbright Road, Suite 342, Boynton Beach, FL 33426, and then name of the initial registered agent of the corporation at that address is Noel J. Guillama.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.



#### ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The name and address of the initial members of the Board of Directors are:

Noel J. Guillama      2240 Woolbright Road, Suite 342, Boynton Beach, FL 33426

Andrew Barnett      2240 Woolbright Road, Suite 342, Boynton Beach, FL 33426

#### ARTICLE VII. INCORPORATOR

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

Noel J. Guillama  
2240 Woolbright Road, Suite 342  
Boynton Beach, FL 33426

#### ARTICLE VIII

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 2240 Woolbright Road, Suite 342, Boynton Beach, FL 33426, and the name of the initial registered agent of this corporation at that address is: Noel J. Guillama.

#### ARTICLE IX

##### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X

##### AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 16th day of July, 1996.

  
Noel J. Guillama

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

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

Trident Medical Concepts, Inc., desiring to organize under the laws of the State of Florida with its principal street address, as indicated in the Articles of Incorporation, in Boynton Beach, County of Palm Beach, State of Florida, has named Noel J. Guillaume 2240 Woolbright Road, Suite 342, Boynton Beach, FL 33426 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.

  
\_\_\_\_\_  
Noel J. Guillaume

**FILED**  
96 JUL 19 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000061222

November 18, 1996

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

500002018865--7  
-12/04/96--01009--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Trident Medical Concepts, Inc.

To Whom It May Concern:

Please be advised that, effective immediately, I have resigned as a member of the Board of Directors of the subject company.

The subject corporation has this day been notified of such resignation by hand delivery of a duplicate copy of this letter.

Sincerely,



Noel J. Guilama

cc: Trident Medical Concepts, Inc.  
1601 Belvedere Rd., Ste. 500E  
West Palm Beach, FL 33406  
Attn: Fred Sternberg, President

VS DEC 10 1996

O/D resig.

November 18, 1996

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

Re: Trident Medical Concepts, Inc.

To Whom It May Concern:

Please be advised that, effective immediately, I have resigned as a member of the Board of Directors of the subject company.

The subject corporation has this day been notified of such resignation by hand delivery of a duplicate copy of this letter.

Sincerely,



Noel J. Guilama

cc: Trident Medical Concepts, Inc.  
1601 Belvedere Rd., Ste. 500E  
West Palm Beach, FL 33406  
Attn: Fred Sternberg, President

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96 DEC -2 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# FILED



STATEMENT OF CHANGE OF DESIGNATION OF PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
AND CHANGE OF AGENT UPON WHOM PROCESS MAY BE SERVED

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

TRIDENT MEDICAL CONCEPTS, INC., does hereby give notice of the change of its  
Registered Office

from 2240 Woolbright Rd., Suite 342, Boynton Beach, FL 33426  
to 1601 Belvedere Rd., #500E, West Palm Beach, FL 33406  
and change of its Registered Agent  
from Noel J. Guillama  
to Fred Sternberg

The street address of the Corporation's registered office and the street address of  
business office of the Corporation's registered agent, as changed, will be identical.

Such changes have been authorized by a resolution duly adopted by the Corporation's  
Board of Directors.

IN WITNESS WHEREOF, the undersigned, being the Vice President of the  
Corporation, has executed this Statement of Change this 27th day of November, 1996.

Trident Medical Concepts, Inc.

By: [Signature]  
Name: Andrew Bonatti  
Title: Vice President, Secretary

ACKNOWLEDGMENT

Having been appointed to accept service of process for the above-stated corporation at the  
place designated in this Statement of Change, 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 27th day of November, 1996.

[Signature]  
Fred Sternberg

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
OFFICE OF THE COMPTROLLER  
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except, as otherwise provided herein, within 3 years after the right to such refund shall have accrued also such right shall be waived." Three years is generally interpreted as meaning three years from the date of payment into the State Treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section \_\_\_\_\_, Florida Statutes, I hereby apply for a refund of moneys I paid into the State Treasury, which are subject to refund. The following information is submitted to substantiate the claim.

**THE INFORMATION IN THIS BOX WILL BE USED TO WRITE AND MAIL YOUR REFUND CHECK. PLEASE TYPE OR PRINT LEGIBLY.**

Name: <u>Trident Medical Concepts, Inc.</u>	EIN or SS#: _____
Address: <u>1601 Belvedere Rd., Suite 500E</u>	
<u>West Palm Beach, FL 33406</u>	
Amount: <u>\$35.00</u>	Date Paid: _____
Reason for Claim: <u>Withdrawal of registered agent filing fee.</u>	
<u>S. Harris/Amendments</u>	
<u>TRIDENT MEDICAL CONCEPTS, INC., P96-61222</u>	
Certified true and correct this _____ day of _____, 19 _____	
Signature _____	

\* Must be completed if authority is other than Section 215.26, Florida Statutes.

<b>Do Not Write In This Box - For Agency Use Only</b>	
Agency recommends approval of above claim and submits the following information to substantiate the claim.	
Amount of recommended refund \$ <u>\$35.00</u>	
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on	
State Treasurer's Receipt No. <u>01046--013</u> dated <u>12/05/96</u>	
NAME OF ACCOUNT: <u>45202130001453000000000010000</u>	
Statutory Authority for Collection: <u>607.0122</u>	
It is requested that payment be made from the following account:	
NAME OF ACCOUNT: <u>452021300014530000000022002000</u>	
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations	(Agency)
(Authorized Agency Signature and Title)	

7/08/97

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FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F BRYAN  
PHONE: (954)763-1200

ACCT#: 076247002423

FAX #: (954)766-7800

NAME: TRIDENT MEDICAL CONCEPTS, INC.

AUDIT NUMBER.....H97000011177

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 11

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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DIVISION OF CORPORATIONS

FILED  
97 JUL -8 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amendment  
7-9-97

Dr

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
TRIDENT MEDICAL CONCEPTS, INC.**

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97 JUL -8 PM 4:27  
SUGGESTION  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1008 of the Business Corporation Act of the State of Florida, the undersigned President of TRIDENT MEDICAL CONCEPTS, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P86000081222, does hereby certify:

First: That pursuant to written consent of the majority of the Shareholders and all of the Directors of said Corporation on March 31, 1997, the Shareholders and Directors approved the amendment to the Corporation's Articles of Incorporation as follows:

"Article III. Capital Stock" of the Articles of Incorporation of this Corporation is revised to include the following:

C. Series of Preferred Stock

(1) Designation of Preferred Stock as Series A Convertible Preferred Stock.

The following series of Series A Convertible Preferred Stock ("Series A Preferred Stock") is hereby designated, which series shall have the rights, preferences, privileges and limitations as set forth below in this paragraph.

(a) Designation and Number of Shares.

The Series A Preferred Stock shall be designated "Series A Convertible Preferred Stock" of a par value of \$.001 each, and the number of shares constituting the Series A Convertible Preferred Stock shall be 2,500,000 shares.

Roxanne K. Beilly, Esq., FL Bar # 851450  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 E Las Olas Blvd., Suite 1900  
Ft. Lauderdale, FL 33301  
(954) 763-1200

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(b) Redemption.

In the event that any shares of Series A Preferred Stock have not been converted pursuant hereto prior to December 31, 1999, the Series A Preferred Stock shall be redeemed by the Corporation on December 31, 1999, at a redemption price of One Dollar and Forty-Three Cents (\$1.43) per share.

Any shares of Series A Preferred Stock which shall at any time have been redeemed, or which shall have been converted into Common Stock, shall, after such redemption or conversion, have the status of authorized but unissued preferred stock, without designation as to series until such stock is once more designated as part of a particular series by the Corporation's Board of Directors.

A notice of redemption shall be sent to all holders of Series A Preferred Stock sixty (60) days prior to the date of redemption (the "Redemption Date"). A shareholder shall be permitted to convert such holders' shares of Series A Preferred Stock prior to such Redemption Date by providing written notice to the Corporation prior to such date.

(c) Voting Rights.

Each share of Series A Preferred Stock shall have one (1) vote per share and the Series A Preferred Stock shall vote with the Common Stock as a single class on all matters in which the Common Stock is entitled to vote.

(d) Liquidation Rights.

In the event of the liquidation, dissolution or winding up of the Corporation, holders of the Series A Preferred Stock shall be entitled to receive, after due payment or provision for payment of the debts and other liabilities of the Corporation, a liquidating distribution before any distribution may be made to holders of Common Stock or any other series of preferred stock of the Corporation, except in the case of any additional shares of preferred stock constituting Additional Preferred Series which may have the equivalent or superior rights to the specified liquidating distribution as provided for in the Series A Preferred Stock. Upon any liquidation, dissolution or winding up, whether voluntary or involuntary, the holders of the Series A Preferred Stock outstanding shall be entitled to receive an amount equal to \$1.43 per share.

(e) Conversion

(1) Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer

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for the Series A Preferred Stock, into one fully paid and noncumulative share of Common Stock. Subject to adjustment as provided for herein, the initial Conversion Price is \$1.43 per share. The initial Conversion Price is subject to adjustment from time to time as provided herein; provided, however, that in no event shall the Conversion Price be less than the per share amount of the liquidation distribution of the Series A Preferred Stock as set forth herein (such amount being subject to appropriate adjustment to reflect any stock split, stock dividend, reverse stock split or other similar event affecting the Common Stock occurring after the date hereof).

(2) Before any holder of Series A 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 such stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same and shall state therein the applicable Conversion Price and the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. The Corporation shall as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, 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 surrender of the shares of Series A 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 on such date.

(3) Notwithstanding the foregoing, each share of Series A Preferred Stock shall automatically be converted into the number of shares of Common Stock, as determined by the applicable Conversion Price, immediately upon the closing of the sale of any equity securities of the Corporation in a public offering registered under the Securities Act of 1933, as amended (the "Act"), or the Corporation is merged or consolidated with a public entity (other than ClineCorp) and the Corporation is not the surviving entity (as adjusted for any recapitalizations, stock splits or other similar events affecting the Common Stock), other than a registration relating solely to a transaction under Rule 145 under the Act (or any successor thereto) or to an employee benefit plan of the Corporation. The Common Stock issued upon such conversion shall be registered in the names in which the Series A Preferred Stock so converted was registered. Following such automatic conversion, upon the surrender by any holder of Series A Preferred Stock of the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, together with a notice as

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to the name or names in which the holder wishes the certificate or certificates for shares of Common Stock to be issued, the Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid.

(4) In case, at any time after the date hereof, of any capital reorganization, or of any reclassification of capital stock of the Corporation, or in case of the consolidation or merger of the Corporation with or into any other corporation, or in the case of the sale of all or substantially all the properties of the Corporation as an entirety to any other corporation, each share of Series A Preferred Stock shall after such capital reorganization, reclassification of capital stock, consolidation, merger or sale be convertible into the kind and number of shares of capital stock or other securities or property of the corporation resulting from such consolidation or surviving such merger or to which such properties and assets shall have been sold to which such holder would have been entitled if such holder had held the Common Stock issuable upon the conversion of its shares of Series A Preferred Stock immediately prior to such capital reorganization, reclassification of capital stock, consolidation, merger or sale.

(5) In the event the Corporation at any time or from time to time shall make or issue a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into or entitling the holder thereof to receive additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder of such Common Stock Equivalents or the additional shares of Common Stock, without a proportionate and corresponding dividend or other distribution to holders of Series A Preferred Stock, then and in each such event the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable in payment of such dividend or distribution or upon conversion or exercise of such Common Stock Equivalents shall be deemed, for purposes of this subsection (e)(5), to be issued and outstanding as of the time of such issuance. In each such event the then applicable Conversion Price shall be decreased as of the time of such issuance by multiplying the then applicable Conversion Price by a fraction,

(A) the numerator of which shall be the total number of shares of Common Stock issued and outstanding or deemed to be issued and outstanding immediately prior to the time of such issuance; and

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(B) the denominator of which shall be the total number of shares of Common Stock (x) issued and outstanding or deemed pursuant to the terms hereof to be issued and outstanding (not including any shares described in clause (y) immediately below), immediately prior to the time of such issuance, plus (y) the number of shares of Common Stock issuable in payment of such dividend or distribution or upon conversion or exercise of such Common Stock Equivalents; and provided, however, (i) if such Common Stock Equivalents provide, with the passage of time or otherwise, for any decrease or increase in the number of shares of Common Stock issuable upon conversion or exercise thereof, the Conversion Price computed upon the original issue thereof, and any subsequent adjustments based thereon, shall, upon any such decrease or increase becoming effective, be recomputed to reflect such decrease or increase insofar as it affects the rights of conversion or exercise of the Common Stock Equivalents then outstanding; or (ii) upon the expiration of any rights of conversion or exercise under any unexercised Common Stock Equivalents, the Conversion Price computed upon the original issue thereof, and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if the only additional shares of Common Stock issued were the shares of such stock, if any, actually issued upon the conversion or exercise of such Common Stock Equivalents; or (iii) in the event of issuance of Common Stock Equivalents which expire by their terms not more than sixty (60) days after the date of issuance thereof, no adjustments of the Conversion Price shall be made until the expiration or exercise of all such Common Stock Equivalents, whereupon such adjustment shall be made in the manner provided in this subsection (e)(6).

(C) In the event that it becomes necessary to determine the Conversion Price after the fixing of a record date for the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or Common Stock Equivalents but before the issuance of such shares of Common Stock or Common Stock Equivalents, the computation shall be made as if the maximum number of shares of Common Stock or Common Stock Equivalents, as the case may be, had been made on the record date and shall be adjusted on the issue date to reflect the number of shares of Common Stock or Common Stock Equivalents actually issued.

(6) Except as otherwise provided in this subsection (e)(6), and subject to the limitation set forth in subsection (e)(1) above, in the event the Corporation sells or issues any Common Stock or Common Stock Equivalents, at a per share consideration (as defined below) less than the Conversion Price then in effect for the Series A Preferred Stock, then the Conversion Price then in effect shall be adjusted as provided in



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subparagraphs (A), (B), (C), and (D) hereof. For the purposes of the foregoing, the per share consideration with respect to the sale or issuance of Common Stock shall be the price per share received by the Corporation, prior to the payment of any expenses, commissions, discounts and other applicable costs. With respect to the sale or issuance of Common Stock Equivalents which are convertible into or exchangeable for Common Stock without further consideration, the per share consideration shall be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Common Stock Equivalents into the aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents. With respect to the issuance of other Common Stock Equivalents, the per share consideration shall be determined by dividing the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable with respect to such Common Stock Equivalents into the total aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents plus the total consideration receivable by the Corporation upon the conversion or exercise of such Common Stock Equivalents. In connection with the sale or issuance of Common Stock and/or Common Stock Equivalents for noncash consideration, the amount of consideration shall be determined by the Board of Directors of the Corporation.

As used in this subsection (e)(6), "Additional Shares of Common Stock" shall mean either shares of Common Stock issued subsequent to April 8, 1997 or, with respect to the issuance of Common Stock Equivalents, the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for subsequent adjustment of such number) of Common Stock issuable in exchange for, upon conversion of, or upon exercise of such Common Stock Equivalents.

(A) Upon each issuance of Common Stock for a per share consideration less than the Conversion Price in effect on the date of such issuance, the Conversion Price of the Series A Preferred Stock in effect on such date will be adjusted by multiplying it by a fraction:

(x) the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to the issuance of such Additional Shares of Common Stock plus the number of shares of Common Stock which the aggregate net consideration received by the Corporation for the total number of such Additional Shares of

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Common Stock so issued would purchase at the Conversion Price then in effect, and

(y) the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to the issuance of such Additional Shares of Common Stock, plus the number of such Additional Shares of Common Stock so issued.

(B) Upon each issuance of Common Stock Equivalents for a per share consideration less than the Conversion Price in effect on the date of such issuance, the Conversion Price of the Series A Preferred Stock in effect on such date will be adjusted as in subparagraph (A) of this subsection (e)(6) on the basis that the related Additional Shares of Common Stock are to be treated as having been issued on the date of issuance of the Common Stock Equivalents, and the aggregate consideration received by the Corporation for such Common Stock Equivalents shall be deemed to have been received for such Additional Shares of Common Stock.

(C) Once any Additional Shares of Common Stock have been treated as having been issued for the purposes of this subsection (e)(6), they shall be treated as issued and outstanding shares of Common Stock whenever any subsequent calculations must be made pursuant hereto. On the expiration of any options, warrants or rights to purchase Additional Shares of Common Stock, the termination of any rights to convert or exchange for Additional Shares of Common Stock, the expiration of any options or rights related to such convertible or exchangeable securities on account of which an adjustment in the Conversion Price has been made previously pursuant to this subsection (e)(6) or the expiration or termination of any Common Stock Equivalents, then the Conversion Price shall forthwith be readjusted to such Conversion Price as would have been obtained had the adjustment made upon the issuance of such options, warrants, rights, securities or options or rights related to such securities or Common Stock Equivalents been made upon the basis of the issuance of only the number of shares of Common Stock actually issued upon the exercise of such options, warrants or rights, upon the conversion or exchange of such securities or upon the exercise of the options or rights related to such securities or upon the exercise of the Common Stock Equivalents.

(D) The foregoing notwithstanding, no adjustment of the Conversion Price shall be made as a result of the issuance of the following, but such shares of Common Stock shall be deemed to be outstanding upon issuance for all other purposes hereof:

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(x) any shares of Common Stock pursuant to which the Conversion Price has been adjusted under subsection (4) or (5) of this subsection (e); or

(y) any shares of Common Stock issued pursuant to the exchange, conversion or exercise of any Common Stock Equivalents which have previously been incorporated into computations hereunder on the date when such Common Stock Equivalents were issued.

(7) Notwithstanding the foregoing provisions of subsection (e), in no event shall any adjustments or readjustments of the Conversion Price be made as a result the issuance of, nor shall any calculations of the Conversion Price at any time after any such issuance include as outstanding (a) any shares of Common Stock issued in connection with the acquisition by the Corporation of the stock or assets of another corporation or other non-cash asset or (b) any shares of Common Stock or Common Stock Equivalents issued pursuant to compensatory plans or arrangements for the Corporation's employees, officers, directors or consultants which are approved by the Board of Directors.

(8) No adjustment to the Conversion Price shall be made if such adjustment would result in a change in the Conversion Price of less than \$.01. Any adjustment of less than \$.01 which is not made shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, on a cumulative basis, amounts to an adjustment of \$.01 or more in the Conversion Price.

(9) Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this subsection (e), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and cause the chief financial officer of the Corporation to verify such computation and prepare and furnish to each holder of Series A 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 A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at that time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at that time would be received upon the conversion of Series A Preferred Stock.

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(10) In the event of any taking by the Corporation of a record of the holders of any class of securities other than Series A Preferred Stock for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any Common Stock Equivalents or 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 A 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 rights, and the amount and character of such dividend, distribution or rights.

(11) 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 Series A 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 A 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 Series A 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 purpose.

(12) In addition to any other rights provided by law, so long as any Series A Preferred Stock shall be outstanding, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of not less than 50% of such outstanding shares of Series A Preferred Stock, amend or repeal any provision of, or add any provision to, the Corporation's Articles of Incorporation or Bylaws, as amended, or file any certificate of designations, preferences and rights of any series of Series A Convertible Preferred Stock of the Corporation, if such action would authorize any class of securities senior to, or on a parity with, the Series A Preferred Stock, or otherwise alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, any

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Series A Preferred Stock. Nothing herein shall be deemed to restrict the Board of Directors from amending the terms hereof prior to the issuance of any Series A Preferred Stock.

(f) Dividend Rights

The Series A Preferred Stock shall have no right to receive dividends from the Corporation except as may be declared and set upon the special resolution of the Board of Directors. No dividends shall be declared or paid as to shares of the Corporation's Common Stock unless holders of the Series A Preferred Stock shall receive the same dividend.

(g) Registration Rights

The holders of the Series A Preferred Stock shall have the right to include the shares of Common Stock underlying the Series A Preferred Stock in a registration statement filed by the Corporation with the Securities and Exchange Commission in connection with an initial public offering. Notwithstanding the foregoing, the Series A Preferred Stock registered by the Corporation in connection with an initial public offering, may be subject to restrictions imposed by the underwriter, the National Association of Securities Dealers, Inc. ("NASD"), the National Association of Securities Dealers Automated Quotation System ("NASDAQ") and/or any other regulatory agency in connection with the Corporation's initial public offering, upon the ability of the holders to sell, pledge, hypothecate, encumber or otherwise dispose of any of the Common Stock underlying the Series A Preferred Stock for a period of at least six (6) months following the effective date of the Corporation's initial public offering, subject to earlier release at the discretion of the underwriter of the Corporation's initial public offering or such later date as may be required by the underwriter, NASD, NASDAQ and/or other regulatory agency in connection with the Corporation's initial public offering.

(h) Additional Preferred Series

The Corporation is permitted to designate and issue any other series of preferred stock of the Corporation, except that without the consent of a majority of the holders of the Series A Preferred Stock any other series shall not have any rights, preferences, privileges and limitations superior to the Series A Preferred Stock.

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The foregoing amendment was adopted, pursuant to the Florida Business Corporation Act, by all of the Directors and a majority of the Shareholders of the Common Stock of the Corporation, which shares consenting and voted represented a majority of the total issued and outstanding capital stock of the Corporation entitled to vote, pursuant to written consent dated March 31, 1997. Therefore, the number of votes cast by the Shareholders of the Corporation for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of July 3, 1997.

TRIDENT MEDICAL CONCEPTS, INC.

By:   
Anthony J. Gigliotti, Chairman and  
Chief Executive Officer

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ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

TRIDENT MEDICAL CONCEPTS, INC., a Florida corporation, P96000061222

into

CLINICORP., INC., doing business in Florida as CLINICORP OF  
DELAWARE, INC. which changed its name to TRIDENT MEDICAL  
CONCEPTS, INC., a Delaware corporation P37314

File date: August 21, 1997

Corporate Specialist: Thelma Lewis