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CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

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✓ CERTIFIED COPY ____ CUS ____

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1.) EMR Technologies, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) ____
(CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE 11-1-96

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3.) ____
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9.) ____
(CORPORATE NAME & DOCUMENT #)

10.) ____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS ____

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11-1-96

Articles of Incorporation

of

EMR TECHNOLOGIES, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

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ARTICLE I. CORPORATE NAME

The name of this Corporation is:

EMR TECHNOLOGIES, INC.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

1500 N.W. 62nd Street
Suite 516
Ft. Lauderdale, Florida 33309

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of $.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on November 1, 1996. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

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

KTG&S Registered Agent Corporation
100 S.E. 2nd Street, Ste. 2800
Miami, Florida 33131

ARTICLE VI. BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

KTG&S Registered Agent Corporation
100 S.E. 2nd Street, Ste. 2800
Miami, Florida 33131

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of November 6, 1996.

KTG&S Registered Agent Corporation

By: Marc Auerbach
Marc Auerbach, President

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of EMR Technologies, Inc., in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S Registered Agent Corporation

By: Marc Auerbach
Marc Auerbach, President

Dated: November 6, 1996

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TALLAHASSEE, FLORIDA

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