

LAW OFFICES
DAVID L. JACOVITZ
Professional Association

P96000096915

November 20, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: INTERNATIONAL MEDICAL SOFTWARE RESEARCH INC.

Dear Sirs:

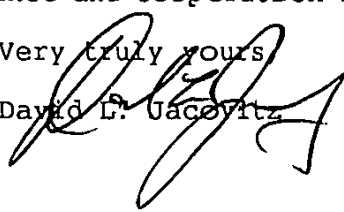
Enclosed please find the original of Articles of Incorporation for the above-named corporation. We have also enclosed our firm check in the amount of \$70.00 which represents a filing fee. Please return a letter of confirmation.

If you have any questions regarding these enclosures, please do not hesitate to contact my office immediately.

Thank you for your assistance and cooperation in this matter.

Very truly yours,

David L. Jacovitz



DLJ/s
Enclosures

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*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 22 PM 1:04

43 South Atlantic Avenue
Cocoa Beach, Florida 32931

(407) 784-6554 • FAX: (407) 799-1906

gf 12/2/96

ARTICLES OF INCORPORATION

OF

INTERNATIONAL MEDICAL SOFTWARE RESEARCH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned subscriber to these Articles of Incorporation of INTERNATIONAL MEDICAL SOFTWARE RESEARCH, INC., said subscriber being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INTERNATIONAL MEDICAL SOFTWARE RESEARCH, INC.

The principal place of business of this corporation shall be

43 S. ATLANTIC AVENUE
COCOA BEACH, FL 32931

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1 per share.

RAYMOND SCOTT SPENCER, shall be issued 37.5 shares of common stock,

CARLOS D. ESTEVES, shall be issued 37.5 shares of common stock, and
STEVEN J. JACOVITZ, shall be issued 25 shares of common stock.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 43 S. Atlantic Avenue , Cocoa Beach, Florida 32931, and the name of the initial registered agent of the corporation at that address is Steven J. Jacovitz.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify as a Subchapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. OFFICERS

The names and addresses of the initial officer(s) of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

RAYMOND SCOTT SPENCER, 364 DORSET DR., COCOA BEACH, FL 32806, who shall serve as President

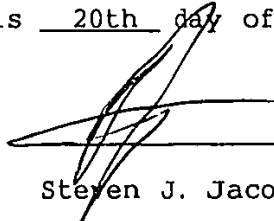
CARLOS D. ESTEVES, 745 SCALLOP DR, CAPE CANAVERAL FL, 32920, who shall serve as Vice President

STEVEN J. JACOVITZ, 18 COUNTRY CLUB RD., COCOA BEACH, FL 32931, who shall serve as Treasurer/secretary.

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these
Articles of Incorporation is:
Steven J. Jacovitz, 18 Country Club Rd, Cocoa Beach, Fl 32931,

IN WITNESS WHEREOF, the undersigned has hereunto
set his hand and seal on this 20th day of November 1996 a s
subscriber.


_____(SEAL)
Steven J. Jacovitz, as subscriber

STATE OF FLORIDA
COUNTY OF (Brevard)

The foregoing instrument was acknowledged before me this 20th
day of November 1996, by Steven J. Jacovitz, who is personally
known to me or who has produced Florida Driver's License as
identification and who did take an oath.



KATHERINE B. DIAMONDIS
MY COMMISSION # CC458987 EXPIRES
JUNE 4, 1999
BONDED THRU TROY FAIR INSURANCE, INC

NOTARY PUBLIC:

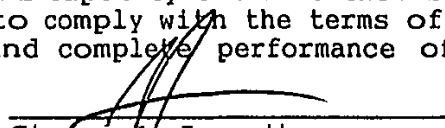
Sign: Katherine B. Diamondis

Print: _____

State of Florida at Large
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above
corporation at the place designated in the articles of
incorporation, I agree to act in this capacity and I further state
that I am familiar with and agree to comply with the terms of all
statutes relative to the proper and complete performance of my
duties.


Steven J. Jacovitz
43 S. Atlantic Avenue
Cocoa Beach, Florida 32931
Registered Agent