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January 28, 1997

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

RE: Medforum, Inc.
Presson Perspectives, Inc.

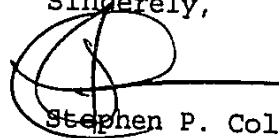
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Dear Sir or Madam:

Please find enclosed Articles of Incorporation for the above-referenced corporations. I have also enclosed two checks for \$122.50 representing filing fees and for certified copies of the Articles of Incorporation.

Please file these documents for me as soon as possible and mail the Articles to me after filing. Call me if you have any questions. I appreciate your assistance in this matter.

Sincerely,



Stephen P. Coleman

SPC/djm
Enclosures

Stephen Coleman's GAVE
SECRETARY
TELEPHONIZATION BY PHONE TO
CORRECT add principal
address to Bae & ff
DATE 2/3/97
COURTESY OK

ARTICLES OF INCORPORATION
OF
MEDFORUM, INC.

FILED

97 JAN 29 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is: MEDFORUM, INC..

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

GINA DAWN PRESSON
600 DRUID ROAD EAST
CLEARWATER, FL 34616

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

This Corporation shall have 2 director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The names of the initial directors of this Corporation and their street addresses are:

GINA DAWN PRESSON
600 DRUID ROAD EAST
CLEARWATER, FL 34616

WILLIAM M. HAMMESFAHR
600 DRUID ROAD EAST
CLEARWATER, FL 34616

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

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

GINA DAWN PRESSON
600 DRUID ROAD EAST
CLEARWATER, FL 34616

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 8 day of ~~March~~, 1996.

November



Incorporator - GINA DAWN PRESSON

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared GINA DAWN PRESSON, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that (s)he subscribed to these Articles of Incorporation on the 8 day of ~~March~~, 1996.

Pamela L. Renner

Notary Public

State of Florida at Large

My commission expires: 9/26/2000

(SEAL)



"OFFICIAL SEAL"
Pamela L. Renner
My Commission Expires 9/26/2000
Commission #CC 588896

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

97 JAN 29 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MEDFORUM, INC.
2. The name and address of the registered agent and office is:

Gina Dawn Presson
600 Druid Road East
Clearwater, FL 34616

The principal address is the same as the registered office.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Gina Dawn Presson

DATE

Nov 8, 1996

REGISTERED AGENT FILING FEE: \$35.00