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KEITH J. KANOUSE

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FLORIDA DIVISION OF CORPORATIONS

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((H97000006182 4))

TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: KEITH J. KANOUSE, P.A.
105503003644
CONTACT: MARILYN SCHAPPERT
PHONE: (561)392-0001
(561)750-1282

ACCT#:

FAX #:

NAME: HEALTHCARE DIRECT, INC.
AUDIT NUMBER.....H97000006182
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
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KEITHJ.KANOUSEPA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1997

KEITH J. KANOUSE, P.A.

SUBJECT: HEALTHCARE DIRECT, INC.
REF: W97000008880

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Agnes Lunt
Corporate Specialist

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Letter Number: 097A00019325

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ARTICLES OF INCORPORATION
OF
HEALTHCARE DIRECT, INC.

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TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is Healthcare Direct, Inc.

Article II

Duration

This corporation shall have perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Prepared By:
Keith J. Kanouse, Esquire
Keith J. Kanouse, P.A.
2424 N. Federal Highway, Suite 353
Boca Raton, FL 33431
(561)392-0001
FL Bar #208213

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Article IV

Address

The principal place of business or mailing address of this corporation shall be:

1731 N.W. 127th Way
Coral Springs, FL 33071

Article V

Capital Stock

This corporation is authorized to issue 1,000 shares of \$1 per value stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2424 N. Federal Highway, Suite 353, and the name of the initial registered agent of this corporation at the address is Keith J. Kanouse.

Article VII

Initial Board of Directors

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial directors of this corporation are:

Jeffrey Kornblum 1731 N.W. 127th Way, Coral Springs, FL 33071

Douglas Feirblum 1160 N. Federal Highway, #222, Fort Lauderdale, FL 33304

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Article VIII

Incorporators

The name and address of the person signing these Articles is:

Keith J. Kanouse
Keith J. Kanouse, P.A.
2424 N. Federal Highway, Suite 353
Boca Raton, FL 33431

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850(1) and (2) of the Florida Statutes], as the same may be amended from time to time, this corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

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Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder(s) is subject to this revision.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 16th day of April, 1997.



Keith J. Kanouse, Incorporator

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TALLAHASSEE, FLORIDA

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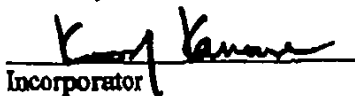
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is Healthcare Direct, Inc.
2. The name and address of the registered agent and office is:

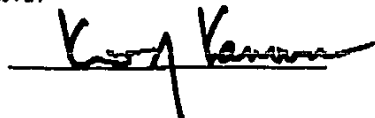
Keith J. Kanouse
Keith J. Kanouse, P.A.
2424 N. Federal Highway, Suite 353
Boca Raton, FL 33431

SIGNATURE:
TITLE:
DATE:


Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT SNF 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:
DATE:



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