

Berger  
Davis &  
Singerman  
Professional Association

215 South Monroe Street Suite 705  
Tallahassee, Florida 32301  
Phone: 904.561.3010  
Fax: 904.561.3013

June 6, 1997

Secretary of States Office  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

800002204128--5  
-06/06/97--01088--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of Smartmed, Inc.

Dear Judy:

Enclosed for filing are Articles of Incorporation of Smartmed, Inc., a Florida Corporation. Please file and provide certified copies of the proof of filing.

Please contact me at 561-3010 when the necessary documentation is complete and I will have my runner pick them up. If you have any questions regarding this request, please contact at the above number.

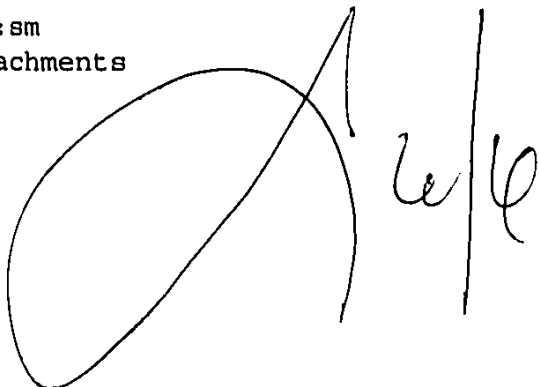
Thank you for your assistance in this matter.

Yours truly,

Berger Davis & Singerman

  
Elizabeth Anne Moss  
Administrative Assistant

EAM:sm  
Attachments



FILED  
97 JUN -6 PM 3:08  
RECEIVED  
97 JUN -6 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SMARTMED, INC.,  
A FLORIDA CORPORATION**

**FILED**  
97 JUN -6 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a Florida corporation (the "Corporation"), hereby makes, executes and acknowledges these Articles of Incorporation pursuant to the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the Corporation is SMARTMED, INC.

**ARTICLE II  
ADDRESS**

The street address of the initial principal office of the Corporation, and the Corporation's initial mailing address, is 3275 West Hillsboro Boulevard, Suite 300, Deerfield Beach, Florida 33442.

**ARTICLE III  
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation's corporate existence shall begin on the date these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE IV  
PURPOSE**

The Corporation is organized for the purpose of engaging or transacting in any and all lawful businesses or activities for which corporations may be incorporated under the laws of the State of Florida or under the laws of any other jurisdiction.

**ARTICLE V  
CAPITAL STOCK**

The Corporation is authorized to issue Five Thousand (5,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 100 N.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is Franklin H. Caplan.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by and under the authority of a Board of Directors. The Corporation initially shall have one Director to hold office until the first annual meeting of shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Gary Kurstin	3275 West Hillsboro Boulevard Suite 300 Deerfield Beach, Florida 33442

**ARTICLE IX  
INCORPORATOR**

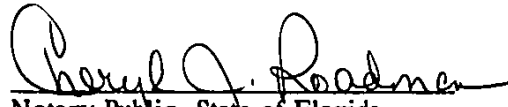
The name of the incorporator is Franklin H. Caplan, and the mailing address of the incorporator is 100 N.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5 day of June, 1997.

  
\_\_\_\_\_  
Franklin H. Caplan  
Incorporator

STATE OF FLORIDA           )  
  ) ss:  
COUNTY OF BROWARD        )

The foregoing instrument was acknowledged and subscribed to before me this 5  
day of June, 1997, by Franklin H. Caplan, who is personally known to me, or who produced  
DRIVERS' LICENSE as identification.

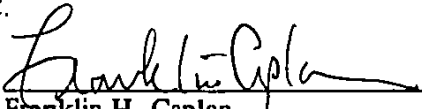
  
Notary Public, State of Florida



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of SMARTMED, INC. as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of SMARTMED, INC.

Date: June 5, 1997

  
Franklin H. Caplan  
Initial Registered Agent

**FILED**  
97 JUN -6 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA