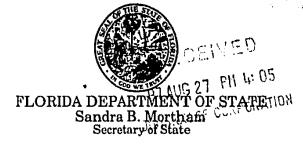
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August 14, 1997

ECKERT SEAMONS 200 W. COLLEGE AVE. TALLAHASSEE, FL 32301

SUBJECT: MEDI\$AVE, INC. Ref. Number: W97000018830

We have received your document for MEDI\$AVE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 497A00041336

ARTICLES OF INCORPORATION OF MEDICALWARE, INC.

97 AUG 27 PH 4: 25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: MEDICALWARE, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may by organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and have outstanding at any one time is: 500,000 shares of Class A Non-voting Common Stock, without par value; and 500,000 shares of Class B Voting Common Stock, without par value. The two classes of stock shall be identical in all respects except that the Class A Non-voting Common Stock carries no voting rights except as required by law.

ARTICLE IV

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the

fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

Mike Nunez 14445 N.E. 20th Lane North Miami, Florida 33181-1446

ARTICLE VIII

The initial registered agent of the corporation is Mike Nunez. The street address of the corporation's initial registered office is:

12445 Keystone Island Drive North Miami, Florida 33181

ARTICLE IX

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

14445 N.E. 20th Lane North Miami, Florida 33181-1446

ARTICLE X

The name and address of the incorporator to these Article of Incorporation is:

Maria D. Lamas
Eckert Seamans Cherin & Mellott, LC
701 Brickell Avenue, Suite 1850
Miami, Florida 33131

The undersigned incorporator has executed these Articles of Incorporation this 13⁴h day of August, 1997.

Maria D. Lamas, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of , a Florida corporation, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 13th day of August, 1997.

Mike Nunez

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