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DIVISION OF CORPORATIONS

FAX #: (850)922-4001

ROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

AME: SMARTMED HEALTHCARE SYSTEMS, INC.

AUDIT NUMBER...... H97000014321

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....

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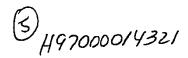
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ARTICLES OF INCORPORATION OF SMARTMED HEALTHCARE SYSTEMS, INC.

The undersigned acknowledges and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I.

The name of this corporation shall be: SMARTMED HEALTHCARE SYSTEMS, INC.

ARTICLE II.

BUSINESS

The general nature of the business and businesses to be transacted are as follows:

Domestic and international commerce and any and all lawful business which corporation may be engaged in under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

Robert C. Maland, Etquire 9130 S. Dadeland Blvd., Stc. 1703 Miami, FL 33156 (305) 670-4900 Fla. Bar No. 208051

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ARTICLE IIL SHARES

The authorized capital stock of this corporation shall consist of 1000 shares of voting common stock, \$1.00 par value. There shall be no preemptive rights granted to stockholders.

ARTICLE IV. EXISTENCE

The corporation is to have perpotual existence unless dissolved according to law.

ARTICLE V.

The address, including the initial street address, of the principal office of the corporation is: 4101 Ravenswood Road, Stc. 219, Dania, Florida 33312.

ARTICLE VI. DIRECTORS

The corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

ARTICLE VIL

The following shall constitute the first Board of Directors of the corporation:

NAME:

ADDRESS:

(1) Mark Forstein

4101 Ravenswood Road Stc. 219 Dania, FL 33312

ARTICLE VIII.

The name and address of the initial incorporator of the corporation is:

Mark Forstein
4101 Ravenswood Road
Ste. 219
Dania, FL 33312

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ARTICLE IX.

GENERAL PROVISIONS

- A. The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- B. Subject to the provisions and conditions of this Article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- C. The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved, by reason of their being or having been an officer or director of the corporation (whether or not he or she continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

ARTICLE X. DESIGNATION OF REGISTERED OFFICE AND AGENT AND ACCEPTANCE OF APPOINTMENT

The proposed corporation hereby designates the following address within the State of Florida as the address of its registered office at which service of process upon it within the State of Florida may be made, and that which its Registered Agent of such services shall be kept:

Mark Forstein
4101 Ravenswood Road
Ste. 219
Dania, FL 33312

and the proposed corporation hereby designates the following person as its Registered Agent for service of process at the address aforesaid.

I hereby accept this appointment of, and designation as, Registered Agent for service of process within the State of Florida of the proposed corporation named in the Articles of

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Incorporation hereinabove set forth and do hereby further state that I may be found as Registered Agent for service of process upon said proposed corporation at the address aforesaid.

IN WITNESS WHEREOF, as said Registered Agent, I have caused this statement to be

igned on this Do day of Angust 1997

MARK FORSTEIN REGISTERED AGENT

STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared MARK FORSTEIN known to me to be the person who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and

State aforesaid, this 3 day of August

Notary Public

Commission Expires:

DAVID BOLDWEITZ

LEY COUNTSSION # CO SHITZ!

EVPIRE: March 22, 2000

Bonded Thy Metery Public Underwriters

MARK FORSTEIN INCORPORATOR

STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared MARK FORSTEIN known to me to be the person who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and

State aforesaid, this _____

day of Ahghst

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Notary Public

State of Florida at Large

My Commission Expires:

DAVID GOLDWEITZ

MY COMMISSION # CC 840721

EOVINES: March 22, 2000

Bonded Thru Howey Public Underwittens

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