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O: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: SMARTMED HEALTHCARE SYSTEMS, INC.

AUDIT NUMBER.....H97000014321

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

CERT. OF STATUS..0

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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.
NAME**

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. Meland, Esquire
9130 S. Dadeland Blvd., Ste. 1705
Miami, FL 33156
(305) 670-4900
Fla. Bar No. 208051

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**ARTICLE III.
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 perpetual existence unless dissolved according to law.

**ARTICLE V.
ADDRESS**

The address, including the initial street address, of the principal office of the corporation is:
4101 Ravenswood Road, Ste. 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 VII.
FIRST BOARD**

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

NAME:

(1) Mark Forstein

ADDRESS:

4101 Ravenswood Road
Ste. 219
Dania, FL 33312

**ARTICLE VIII.
INCORPORATOR**

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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EMPIRE CORPORATE KIT

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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 signed on this 26 day of August, 1997.

Mark Forstein
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 26 day of August, 1997.

David Goldweitz
Notary Public

Commission Expires:



Mark Forstein
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 26 day of August, 1997.

David Goldweitz
Notary Public
State of Florida at Large

My Commission Expires:



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