

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 26 AM 11:21

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EFFECTIVE DATE
9-25-97

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*****70.00 *****70.00

IMS Medical Systems
Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: DW 9/26 9:35
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

RECEIVED
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DIVISION OF CORPORATIONS

RP
9-26-97

ARTICLES OF INCORPORATION
OF
IMS MEDICAL SYSTEMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I
NAME

The name of the corporation is IMS Medical Systems, Inc.

EFFECTIVE DATE
9-25-97

ARTICLE II
DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within ten days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
PURPOSE AND NATURE OF BUSINESS

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is any business not prohibited by law.

ARTICLE IV
CAPITAL STOCK

Authorized Capital. The authorized capital stock of this corporation shall consist of One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3610 NW 97th Boulevard, Gainesville, Florida 32606 and the name of the initial registered agent of this corporation at that address is Antonio F. Arvesu

**ARTICLE VI
DIRECTORS**

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first Board of Directors of this corporation are:

| Name | Address |
|-------------------|---|
| Antonio F. Arvesu | 3610 NW 97th Boulevard Gainesville, FL 32606 |

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE VII
INITIAL PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be 3610 NW 97th Boulevard, Gainesville, Florida 32606.

**ARTICLE VIII
RESTRAINT ON ALIENATION OF SHARES**

No shareholder of this corporation may sell, hypothecate or otherwise transfer said shareholder's shares except to another individual or entity eligible to be a shareholder of this corporation, or as may be agreed upon in any written shareholder agreement.

**ARTICLE IX
BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator of this corporation is:

| Name | Address |
|-------------------|---|
| Antonio F. Arvesu | 3610 NW 97th Boulevard Gainesville, FL 32606 |

**ARTICLE XI
OFFICERS**

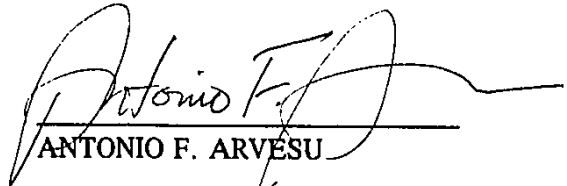
The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| Name | Address |
|--|---|
| Antonio F. Arvesu, President/Secretary | 3610 NW 97th Boulevard Gainesville, FL 32606 |

**ARTICLE XII
AMENDMENT**

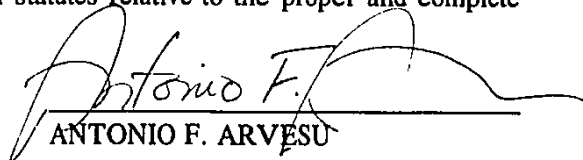
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 25th day of
September, 1997.


ANTONIO F. ARVESU

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ANTONIO F. ARVESU

Dated: September 25, 1997

**STATE OF FLORIDA
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 25th day of September, 1997, by ANTONIO F. ARVESU, who is personally known to me OR who has produced identification, and who did/did not take an oath.

Identification produced: _____


NOTARY PUBLIC

Printed Name:

Commission No.:

Commission Expires:



James T. Holloway
MY COMMISSION # CG645287 EXPIRES
April 3, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.

FILED
SEP 26 AM 11:21
CLERK OF COUNTY