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Division of Corporations

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NO. 846

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Attn: Sue Deverson
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BASIC AMENDMENT
ALL PAYOR NETWORK, INC.

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NO.946

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 30, 1999

ALL PAYOR NETWORK, INC.
6400 SPAIN AVENUE
SUITE 101
DAYTON, FL 32114

SUBJECT: ALL PAYOR NETWORK, INC.
REF P98000072142

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The current name of the corporation must be shown in the heading of the document.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H99000030311
Letter Number: 899A00056656

*See corrected page
attached.*

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALL PAYOR NETWORK, INC.**

THE UNDERSIGNED, as President of All Payor Network, Inc., a Florida corporation ("Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation which amend and restate the original articles of incorporation (as amended, the "Original Articles") which the Corporation filed with the Florida Department of State on August 18, 1998 under Document No. P98000072142.

NOW, THEREFORE, the Original Articles are hereby amended and restated as follows:

ARTICLE 1 - NAME

The name of the Corporation shall be:

MEDWEB.COM, INC.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE 3 - PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of this Corporation is:

19501 N.E. 10th Avenue
Building A
North Miami Beach, FL 33179

ARTICLE 4 - INCORPORATOR

The name and street address of the initial incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, FL 33134

Prepared By: William J. Gross, Esq.
FL Bar No. 0898678
Tripp Scott, PA
PO Box 14245
Ft. Lauderdale, FL 33302
(954) 525-7500

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ARTICLE 5 - CAPITAL STOCK

Section 5.1. Authorized Shares. The total number of shares which the Corporation shall have the authority to issue is 3,000,000 shares of common stock (the "Common Shares"), of which 2,000,000 are Class A Common Stock (the "Class A Common Shares") and 1,000,000 are Class B Common Stock (the "Class B Common Shares"). All Common Shares shall have a par value of \$.01.

The 18,76 shares of common stock of the Corporation, \$1.00 par value, issued, outstanding and held by persons and entities other than A. Joseph Ferro immediately prior to the time this amendment becomes effective shall be and are hereby automatically reclassified and changed (without any further act) into 18.76 fully-paid and nonassessable Class A Common Shares of the Company.

The 100 shares of common stock of the Corporation, \$1.00 par value, issued, outstanding and held by A. Joseph Ferro immediately prior to the time this amendment becomes effective shall be and are hereby automatically reclassified and changed (without any further act) into 100 fully-paid and nonassessable Class B Common Shares of the Company.

Section 5.2. Common Shares. Except as otherwise expressly provided in this Article 5, all Common Shares shall be identical and shall entitle the holders thereof to the same relative rights, privileges and limitations. The holders of the Class A Common Shares and Class B Common Shares shall vote as a single class on all matters submitted to a vote of the shareholders, with each Class A Common Share being entitled to one (1) vote per share and each Class B Common Share being entitled to two (2) votes per share. The holders of the Class A Common Shares and Class B Common Shares are not entitled to cumulative votes in the election of any directors or other matters brought before a vote of the shareholders. No holder of Common Shares shall be entitled to preemptive or subscription rights.

Section 5.3. Stock Split of Common Shares. The Corporation shall not in any manner subdivide (by any stock split, reclassification, stock dividend, recapitalization, or otherwise) or combine the outstanding shares of any class of Common Shares unless the outstanding shares of all classes of Common Shares shall be proportionately subdivided or combined.

Section 5.4. Conversion Rights of Class B Common Shares.

(a) **Automatic Conversion.** Each Class B Common Share shall convert automatically into one fully paid and nonassessable Class A Common Share upon the occurrence of any of the following events: (i) the sale, gift, or other transfer of the Class B Common Shares to a party that is not an employee or affiliate of the Corporation, or (ii) the exchange of a Class B Common Share for a Class A Common Share. Each of the foregoing automatic conversion events shall be referred to as a "Event of Automatic Conversion".

(b) **Automatic Conversion Procedure.** Promptly upon the occurrence of an Event of Automatic Conversion such that Class B Common Shares are converted automatically into Class A Common Shares, the holder of such shares shall surrender the certificate or certificates therefor, duly endorsed in blank or accompanied by proper instruments of transfer, at the office of the Corporation or of any transfer agent for the Class A Common Shares, and shall give written notice to the Corporation at such office (i) stating that the shares are being converted pursuant to an Event of Automatic Conversion into Class A Common Shares, (ii) specifying the Event of Automatic Conversion (and, if the occurrence of such event is within the

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control of the transferor, stating the transferor's intent to effect an Event of Automatic Conversion), (iii) identifying the number of Class B Common Shares being converted, and (iv) setting out the name or names (with addresses) and denominations in which the certificate or certificates for Class A Common Shares shall be issued and including instructions for delivery thereof. Delivery of such notice together with the certificates representing the Class B Common Shares shall obligate the Corporation to issue such Class A Common Shares and the Corporation shall be justified in relying upon the information and the certification contained in such notice and shall not be liable for the result of any inaccuracy with respect thereto. Thereupon, the Corporation or its transfer agent shall promptly issue and deliver at such stated address to such holder or to the transferee of Class B Common Shares a certificate or certificates for the number of Class A Common Shares to which such holder or transferee is entitled registered in the name of such holder, the designee of such holder or transferee as specified in such notice. To the extent permitted by law, conversion pursuant to an Event of Automatic Conversion shall be deemed to have been effected as of the date on which the Event of Automatic Conversion occurred (such date being the "Conversion Date"). The person entitled to receive the Class A Common Shares issuable upon such conversion shall be treated for all purposes as the record holder of such Class A Common Shares at and as of the Conversion Date, and the right of such person as the holder of Class B Common Shares as the case may be, shall cease and terminate at and as of the Conversion Date, in each case without regard to any failure by the holder to deliver the certificates or the notice required by this subparagraph (b).

(c) Reissue of Shares. Class B Common Shares that are converted into Class A Common Shares as provided herein shall be retired and canceled and shall not be reissued.

(d) Reservation. The Corporation hereby reserves and shall at all times reserve and keep available, out of its authorized and unissued Class A Common Shares, for the purposes of effecting conversions, such number of duly authorized Class A Common Shares as shall from time to time be sufficient to effect the conversion of all outstanding Class B Common Shares. The Corporation covenants that all the Class A Common Shares so issuable shall, when so issued, be duly and validly issued, fully paid and nonassessable, and free from liens and charges with respect to their issue. The Corporation will take all such action as may be necessary to assure that all such Class A Common Shares may be so issued without violation of any applicable law or regulation, or of any requirements of any securities exchange or market upon which the Class A Common Shares may be listed or traded. The Corporation will not take any action that results in any adjustment of the conversion ratio if the total number of Class A Common Shares issued and issuable after such action upon conversion of the Class B Common Shares would exceed the total number of Class A Common Shares then authorized by these Amended and Restated Articles of Incorporation.

Section 5.5. Distributions to Shareholders. The Board of Directors may authorize and the Corporation may make distributions to its shareholders if, after giving the distribution effect, (a) the Corporation would be able to pay its debts as they become due in the usual course of business and, (b) the Corporation's total assets would be greater than its total liabilities, without regard to any amount that would be needed if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

ARTICLE 6 - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or Director, to the full

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extent permitted by applicable law.

ARTICLE 7 - REGISTERED OFFICE AND REGISTERED AGENT

The registered agent and the street address of the registered office of this Corporation in the State of Florida is:

William J. Gross, Esq.
c/o Tripp Scott, PA
110 S.E. 6th Street, 15th Floor
Ft. Lauderdale, FL 33301

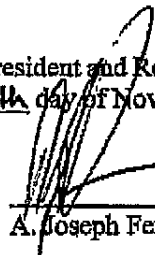
ARTICLE 8 - AMENDMENT

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

* * * * *

The amendments were approved by the Board of Directors and the shareholders of the Corporation by Joint Consent Action dated as of November 29, 1999. The number of votes cast by the shareholders in favor of the amendments was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Registered Agent have executed these Amended and Restated Articles of Incorporation this 30th day of November, 1999.


A. Joseph Ferro, President

THE UNDERSIGNED, named as the registered agent in Article 7 of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


William J. Gross, Registered Agent

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