



ProxyMed, Inc.

2555 Davie Road, Suite 110 • Fort Lauderdale, Florida 33317

TEL: (954) 473-1001 • FAX: (954) 473-0620

P98000/06139

December 16, 1998

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002717474--3
-12/21/98--01057--015
*****87.50 *****87.50

Re: ProxyMed Acquisition Corp.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation for the above-referenced corporation, along with a check for \$87.50 to cover the following fees:

Filing Fee.....	\$35.00
Designation of Registered Agent.....	35.00
Certified Copy.....	8.75
Certificate of Status.....	8.75
Amount Enclosed.....	<u>\$87.50</u>

Thank you for your prompt attention to this matter. If you have any questions, please contact the undersigned at (954) 473-1001 Ext. 245.

Very truly yours,

PROXYMED, INC.

FR

Frank M. Puthoff
Executive Vice President,
Chief Legal Officer and Secretary

FILED
98 DEC 21 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FMP:ir
Enclosures

B. REGISTER DEC 23 1998

1098-28266

ARTICLES OF INCORPORATION

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. Name

The name of the corporation shall be: **ProxyMed Acquisition Corp.**

ARTICLE II. Principal Office

The principal place of business and mailing address of this corporation shall be:
**2555 Davie Road, Suite 110
Fort Lauderdale, Florida 33317**

ARTICLE III. Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5,000 Shares, Par Value \$1.00

ARTICLE IV. Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are:

**Frank M. Puthoff, Esq.
2555 Davie Road, Suite 110
Fort Lauderdale, Florida 33317**

ARTICLE V. Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

**Frank M. Puthoff, Esq.
2555 Davie Road, Suite 110
Fort Lauderdale, Florida 33317**

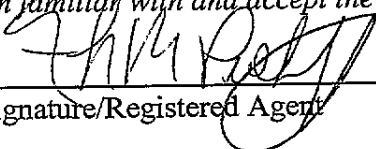


Signature/Incorporator

12/16/98

Date

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

12/16/98

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA