



THE UNITED STATES  
CORPORATION  
COMPANY

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99 JUN 16 PM 3:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 276224 7146642

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : June 16, 1999

ORDER TIME : 11:37 AM

ORDER NO. : 276224-005

CUSTOMER NO: 7146642

CUSTOMER: Mr. Peter A. Savarese  
MICHAEL HARRIS, P.A.  
MICHAEL HARRIS, P.A.  
Suite 550  
1645 Palm Beach Lakes Blvd.  
West Palm Beach, FL 33401

EFFECTIVE DATE

*6-15-99*

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DOMESTIC FILING

NAME: HEALTHCARE INFONET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

*PA 6/16/99*

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUN 16 PM 12:54

RECEIVED

**Articles of Incorporation  
of  
HealthCare InfoNet, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is HealthCare InfoNet, Inc.

Article II - Principal Address

1800 Australian Avenue, West Palm Beach, FL, 33409

EFFECTIVE DATE

6-15-99

Article III - Commencement

This corporation shall commence on the date of execution and acknowledgement of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 11,000 shares of capital stock consisting of 10,000 shares of common stock, par value \$0.01 per share, and 1,000 shares of preferred stock, par value \$1.00 per share. The preferred stock is subject to issuance by the board of directors (the "Board") in one or more classes by the filing of a certificate pursuant to the applicable law of the State of Florida. Except as expressly limited by Chapter 607, Florida Statutes, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board with respect to each class shall include, but not be limited to, determination of the following:

- (i) Whether that class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (ii) The number of shares constituting that class and the distinctive designation of that class;

(iii) The dividend rate on the shares of that class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that class;

(iv) Whether that class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board shall determine;

(v) Whether or not the shares of that class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that class shall have a sinking fund for the redemption or purchase of shares of that class, and if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class; and

(viii) Any other relative rights, preferences and limitations of that class.

#### Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1800 Australian Avenue, Suite 100, West Palm Beach, Florida 33409 and the name and address of the initial registered agent is Peter A. Savarese, 1800 Australian Avenue, Suite 100, West Palm Beach, Florida 33409.

#### Article VII - Initial Board of Directors

This corporation shall have no directors initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

#### Article VIII - Incorporator

The name and address of the person signing these articles is:

Peter A. Savarese  
1657 Brandywine Road, Suite 7115  
West Palm Beach, Florida 33409.

#### Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the board of directors and the shareholders.

#### Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation. Notwithstanding the indemnification provided for by this Article X, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnatee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnatee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

#### Article XI - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15<sup>th</sup> day of June, 1999.

Patty A. Sananes

STATE OF FLORIDA            )  
  ) SS.:  
COUNTY OF PALM BEACH )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Peter A. Savarese, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 15<sup>th</sup> day of June, 1999.

ADRIENNE I. SHAFFER  
Notary Public, State of Florida  
My comm. exp. Mar. 2, 2003  
Comm. No. CC813980

  
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

FILED  
99 JUN 16 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST—THAT HealthCare InfoNet, Inc.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

West Palm Beach, STATE OF FLORIDA, HAS NAMED Peter A. Savarese, LOCATED AT 1657  
Brandywine Road, Suite 7115, CITY OF West Palm Beach, STATE OF FLORIDA, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Peter A. Savarese

TITLE: Incorporator

DATE: June 15, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
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.

SIGNATURE: Peter A. Savarese

DATE: June 15, 1999