

P 11000094202

(Requestor's Name)

H. Bryant Sims  
P.O. Box 2153  
Palm Beach, Fl. 33480

(City/State/Zip/Phone #)

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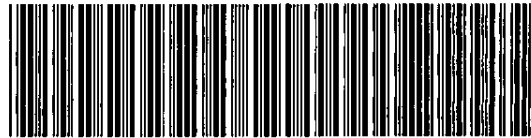
(Business Entity Name)

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**ARTICLES OF INCORPORATION**  
**OF**  
**COMPUMEDGROUP, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges, and immunities of a corporation for profit, and I hereby certify:

**ARTICLE I**

The name of the corporation shall be:

**COMPUMEDGROUP, INC.**

**ARTICLE II**

This corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

**ARTICLE III**

The general purpose of the corporation is organized for the purpose of transacting any lawful business, including establishing businesses, services and entities for telephone, internet, digital, and/or any other means in existence, for the facilitating of scheduling appointments by and between patients and medical facilities, including clinics, doctors's offices, hospitals, etc.. Further, to purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every class and description,

#### **ARTICLE IV**

This corporation is authorized to issue 50,000 shares at no par value, which shall be designated as "Common Stock."

#### **ARTICLE V**

1. Shareholders Right To Purchase Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorated share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

2. Indemnification in Accordance with Bylaws The Corporation shall indemnify its officers, directors, employees and agents against liabilities, damages, settlements and expenses (including attorney's fees) incurred in connection with the Corporation's affairs and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

3. Effect of Modification Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification.

4. Liability Insurance The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any

liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him.

5. No Rights of Subrogation Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability to any insurer, person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claims of any person to indemnification hereunder or under the Corporation's Bylaws.

#### ARTICLE VI

The location of the principal office of this corporation in the state of Florida at 312 Monroe Drive, West Palm Beach, Florida 33405.

#### ARTICLE VII

The street address of the initial registered office of this corporation is 312 Monroe Drive, West Palm Beach, Florida 33405, and the name of the initial registered agent of this corporation at the address is **ROBERT RODENBERG**.

#### ARTICLE VIII

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws; however, there shall never be less than one director. The name and address of the initial Board of Directors are: **Bob Brown**, 2120 South Waldron Road, Bldg B, Fort Smith, Arkansas 72903

**Mary Brislin**, 312 Monroe Drive, West Palm Beach, FL 33405

**Geoffrey Thomas**, 121 Palmetto Lane, West Palm Beach, FL 33405

**Robert Rodenberg, 312 Monroe Drive, West Palm Beach, Fl 33405**

**ARTICLE IX**

The name and address of the Incorporator signing these Articles is:

**Robert Rodenberg**  
312 Monroe Drive  
West Palm Beach, Fl 33405

**ARTICLE X**

The officers of the Corporation shall be:

**Robert Rodenberg**                      President and Treasurer  
312 Monroe Drive  
West Palm Beach, Fl 33405

**Geoffrey Thomas**                      Vice-President  
121 Palmetto Lane  
West Palm Beach, Fl 33405

**H. Bryant Sims**                      Secretary  
250 Essex Lane  
West Palm Beach, Fl 33405

**ARTICLE XI**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

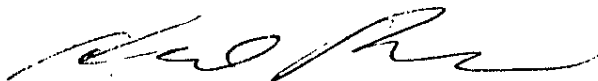
**ARTICLE XII**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.



**ACCEPTANCE OF REGISTERED AGENT**

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



**ROBERT RODENBERG**

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