

P95000058967

SHUTTS & BOWEN

ATTORNEYS AND COUNSELORS AT LAW
LIMITED LIABILITY PARTNERSHIP

ONE CLEWLEIGH CENTER SUITE 500
250 AUSTRALIAN AVENUE SUITE 500
WEST PALM BEACH, FLORIDA 33411
MAILING ADDRESS P.O. BOX 1555
WEST PALM BEACH, FLORIDA 33402-0555
TELEPHONE (407) 650-0500
FACSIMILE (407) 650-0500

FILED

95 JUL 27 PM 2 30

TALLAHASSEE, FLORIDA

JAMES A. FARRELL
(407) 650-0539

June 19, 1995

VIA FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

Re: ARTZ Consultants, Inc. *(an unincorporated association)*

Ladies and Gentlemen:

Enclosed herewith is one executed original and one copy of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$122.50, in payment of the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>

000001518410
-06/20/95--01122--017
****122.50 ****122.50

\$122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

Patricia A. Cote
Legal Assistant to
James A. Farrell

W95-12913
KH 6-23-95

Enclosures: Check
Articles in duplicate

* 7-31-95

WESTPALM 72534.1 - PAC

AMSTERDAM OFFICE
EUROPA BOULEVARD 70
1000 AD AMSTERDAM
THE NETHERLANDS
TELEPHONE 011 20 661 0969
FACSIMILE 011 20 661 1425

KEY LARGO OFFICE
OCEAN BLUE CLUB
11 OCEAN BLUE DRIVE
SUITE 1206
OCEAN BLUE PLAZA
KEY LARGO, FLORIDA 33091
TELEPHONE (305) 967-2901

LONDON OFFICE
40 MONSE STREET
LONDON W1Y 5RL ENGLAND
TELEPHONE 011 4171 01 000
FACSIMILE 011 4171 01 079

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTHERS AVENUE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI 005 290 6000
BROWARD 005 067 2041
FACSIMILE 005 081 9902

ORLANDO OFFICE
30 NORTH ORANGE AVENUE
SUITE 3000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 421 4300
FACSIMILE (407) 425 0310



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

95 JUL 27 PM 2 36

TALLAHASSEE, FLORIDA

June 23, 1995

PATRICIA A. COTE
SHUTTS & BOWEN
P.O. BOX 3555
WEST PALM BEACH, FL 33402-3555

SUBJECT: ARTZ CONSULTANTS, INC.
Ref. Number: W95000012913

We have received your document for ARTZ CONSULTANTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 395A00031029

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
14 EAST BOND STREET, SUITE 1000, WEST PALM BEACH, FLORIDA 33411

ONE CLEARLAKE CENTER, SUITE 500
250 AUSTRALIAN AVENUE, SOUTH
WEST PALM BEACH, FLORIDA 33411
MAILING ADDRESS: P.O. BOX 1555
WEST PALM BEACH, FLORIDA 33402-1555
TELEPHONE (407) 835-1500
FACSIMILE (407) 650-1500

JAMES A. FARRELL
(407) 650-1530

July 27, 1995

VIA FEDERAL EXPRESS

Ms. Kathy Hyman
Document Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: ARTZ Consultants, Inc.
Ref. Number: W95000012913
Letter Number: 395A00031029

Dear Ms. Hyman:

Enclosed please find one executed original and one copy of the revised Articles of Incorporation for the above referenced corporation.

These Articles have been revised to reflect the selection of a new name, Air Medical Consultants, Inc. (see enclosed copy of your June 23, 1995 letter).

Please return the certified copy to my attention.

Thank you for your cooperation in this matter.

Very truly yours,



Patricia A. Cote
Legal Assistant to
James A. Farrell

Enclosures

WPB95 1432.1 - PAC

AMSTERDAM OFFICE
11 BOON BULEVARD 59
1000 AMSTERDAM
THE NETHERLANDS
TELEPHONE 011 20 641 0900
FACSIMILE 011 20 641 1475

KEY LARGO OFFICE
OCEAN BELL CLUB
OCEAN BELL DRIVE
SUITE 4290
OCEAN BELL PLAZA
KEY LARGO, FLORIDA 33057
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LONDON OFFICE
8 MARSH STREET
LONDON W1Y 501 ENGLAND
TELEPHONE 011 44 71 963 4000
FACSIMILE 011 44 71 963 4299

MIAMI OFFICE
1500 MIAMI CENTER
501 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33133
MIAMI (305) 350-6000
BROWARD (954) 867-1000
FACSIMILE (305) 351-0900

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 421-1500
FACSIMILE (407) 425-0100

ARTICLES OF INCORPORATION
OF
AIR MEDICAL CONSULTANTS, INC.

FILED
95 JUL 27 PM 2 30
FALLAID

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be AIR MEDICAL CONSULTANTS, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is attn. Michael J. Zappa, M.D., 2139 Driftwood Circle, Palm Beach Gardens, Florida 33410.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which

the Corporation is organized and any and all acts amendatory thereof and supplement thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Forty Thousand (40,000) shares of Ten Cents (\$0.10) par value common stock.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o Michael J. Zappa, M.D., 2139 Driftwood Circle, Palm Beach Gardens, Florida 33410, and the name of the initial registered agent of this Corporation at that address is Michael J. Zappa, M.D.

ARTICLE VII

Board of Directors

This Corporation shall initially have four (4) directors. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names of the initial directors of this Corporation is as follows:

Joseph Averbach, M.D.

James P. Robelli, M.D.

Don Tanabe, M.D.

Michael J. Zappa, M.D.

ARTICLE VIII

Officers

The affairs of this Corporation shall be managed by a President, Vice President, Secretary, Treasurer, and such other additional officers as may be provided by the Bylaws, any combination of which titles may be united in one person. The officers shall serve as set forth in the Bylaws of the Corporation. The names of the first officers of this Corporation, who shall serve until such time as they resign, are removed, or their successors are elected, appointed and have qualified are:

President

James P. Robelli, M.D.

Vice President

Joseph Averbach, M.D.

Secretary

Don Tanabe, M.D.

Treasurer

Michael J. Zappa, M.D.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors with a right of approval by the Shareholders.

ARTICLE X

Amendment of Articles

These Articles may be amended at any time by the Board of Directors, and upon the approval of the Shareholders.

ARTICLE XI

Indemnification

1. The Corporation hereby indemnifies any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any

appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such

Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation

shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

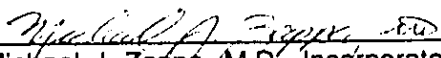
4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XII

Incorporator

The name and address of the person signing these Articles is as follows: Michael J. Zappa, M.D., 2139 Driftwood Circle, Palm Beach Gardens, Florida 33410.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of July, 1995.



Michael J. Zappa, M.D., Incorporator

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

FILED
95 JUL 27 PM 2:30
STATE OF FLORIDA
TALLAHASSEE

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

THAT AIR MEDICAL CONSULTANTS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF PALM BEACH GARDENS, STATE OF FLORIDA HAS NAMED MICHAEL J. ZAPPA, M.D., LOCATED AT 2139 DRIFTWOOD CIRCLE, PALM BEACH GARDENS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Michael J. Zappa, M.D.
MICHAEL J. ZAPPA, M.D.

Incorporator
(Title)

July 27, 1995
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.325, FLORIDA STATUTES.

Michael J. Zappa, M.D.
MICHAEL J. ZAPPA, Registered Agent

July 27, 1995
(Date)

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2nd day of July, 1995, by Michael J. Zappa, M.D., as Incorporator, of Air Medical Consultants, Inc., a corporation, to me well known, and whom did not take an oath.

Patricia A. Cole
Sign Name

Patricia A. Cole
Print Name

Notary Public, State and County
aforesaid

(NOTARY SEAL)

My commission expires:

