

NO1000002428

DAVID A. SCHWARTZ
ATTORNEY AT LAW
8181 WEST BROWARD BOULEVARD
SUITE 204
PLANTATION, FLORIDA 33324
(954) 472-0199
FAX (954) 472-9317

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR -2 PM 2:48

FILED

March 29, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Promediss Foundation, Inc.
Articles of Incorporation

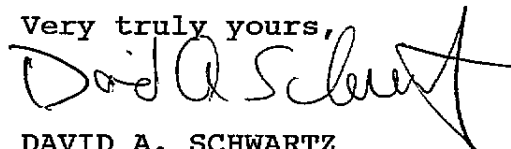
500003942685--8
-04/02/01--01053--010
*****78.75 *****78.75

Gentlemen:

I enclose an originally executed set of Articles of Incorporation, as well as one copy, for the following corporation: **The Promediss Foundation, Inc., a Florida not-for-profit corporation.** Please file same with the Florida Secretary of State's office immediately upon your receipt of these Articles, and return a copy to me by regular mail as proof of filing, as well as a Certificate of Status.

I enclose my check number 1027 in the amount of \$78.75 in full payment of the requisite incorporation and certificate of status fee. Thank you for your assistance in this matter.

Very truly yours,



DAVID A. SCHWARTZ
Attorney at Law

DAS:ch
Enclosure as indicated

6✓
APR 5 2001

**ARTICLES OF INCORPORATION
OF
THE PROMEDISS FOUNDATION, INC.**

FILED

01 APR -2 PM 2:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a not-for-profit corporation under Chapter 617, Florida Statutes.

ARTICLE I

IDENTIFICATION

The name of this corporation is **THE PROMEDISS FOUNDATION, INC.**, having a mailing address at Post Office Box 267035, Weston, Florida 33326.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

CORPORATE NATURE

This is a not-for-profit corporation, organized solely for general charitable and educational purposes pursuant to the Florida Corporations Not-for-Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For purpose of the creation, production and implementation of interactive, online, disease specific, patient focused, audio and video health care support networks to a broad section of persons within the community, for purposes of the advancement of health, educational and charitable interests, and any other related or corresponding purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue five hundred (500) membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a not-for-profit corporation.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: David A. Schwartz, Esquire, 8181 W. Broward Blvd., Suite 204, Plantation, Florida 33324.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: David A. Schwartz, Esquire, 8181 W. Broward Blvd., Suite 204, Plantation, Florida 33324.

ARTICLE VIII

LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE IX

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be determined by the corporate bylaws.

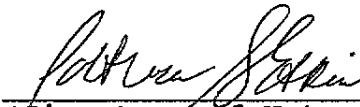
IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at the City of Plantation, Broward County, Florida, for the uses and purposes aforesaid this 29th day of March, 2001.


DAVID A. SCHWARTZ
INCORPORATOR

STATE OF FLORIDA)
: SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared David A. Schwartz, Esquire, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Plantation, Broward County, Florida, this 29th day of March, 2001.


(Signature of Notary Public -
State of Florida)



PATRICIA S. ETKIN
COMMISSION # CC749387
EXPIRES JUN 08, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

My Commission Expires:

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced: _____

DID Take Oath ☒ OR DID NOT Take Oath ☐

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

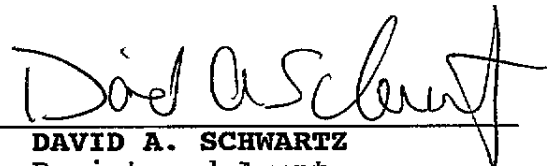
In pursuance of Chapter 617, Florida Statutes, the following is submitted in compliance with said Act:

THE PROMEDISS FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Weston, County of Broward, State of Florida, has named David A. Schwartz, Esquire, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 617.0501 of the Florida Statutes.

By


DAVID A. SCHWARTZ
Registered Agent

FILED
01 APR -2 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA