

12980000003263  
TRANSMITTAL LETTER

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

000002534780--8  
-05/25/98--01034--008  
\*\*\*131.25 \*\*\*131.25

SUBJECT: HEALTHCARE SOLUTIONS, INC  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DAVEY Eugene Williams  
Name (Printed or typed)

3516 NW 42 ST  
Address

banderdate bakes, FL 33309  
City, State & Zip

954 485 2691  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
98 JUN -4 PM 4: 12

FILED

*[Handwritten signature]*  
6/5/98

NOTE: Please provide the original and one copy of the articles.

16



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 29, 1998

LARRY EUGENE WILLIAMS  
3516 N.W. 42 STREET  
LAUDERDALE LAKES, FL 33309

SUBJECT: HEALTHCARE SOLUTIONS INC.  
Ref. Number: W98000012282

We have received your document for HEALTHCARE SOLUTIONS INC. and your check(s) totaling \$131.25. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 098A00030225

3516 NW 42 St  
Bandedale Lakes FLA  
33309  
June 3, 1998

Ms. DONA Calloway  
Document Specialist  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FLA. 32314

RE: letter no. 098A 00030225

DEAR DANA:

Please disregard the Articles of INC.  
and Constitution I mailed to you  
via Regular mail. There is an  
ERROR in the spelling "HEALTHY"  
in these documents. Enclosed  
is the correct forms

Thanks

Jay Williams

**ARTICLES OF INCORPORATION  
OF  
HEALTHY CARE SOLUTIONS, INC.**

**FILED**  
98 JUN -4 PM 4: 12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**A NON-PROFIT CORPORATION**

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

**ARTICLE 1 - NAME**

The name of this Corporation is HEALTHY CARE SOLUTIONS, INC., (hereinafter, "Corporation").

**ARTICLE 2 - INITIAL PRINCIPAL OFFICE**

The address of the initial principle office and the registered office of the Corporation is 3516 NW 42nd Street, Lauderdale Lakes, FL 33309.

**ARTICLE 3 - PURPOSE**

The purpose for which this corporation is organized is to collaborate with community health centers, medical professionals and healthcare organizations to provide a tri-county based educational strategies and psychosocial issues to meet the needs of our diverse public whose main function is to provide pharmaceutical therapy and medical education for various diseases.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

This corporation shall be a not-for-profit organization incorporated and chartered by the laws of the State of Florida.

The name and street address of the INCORPORATOR of this Corporation is:

Larry Eugene Williams  
3516 NW 42nd Street  
Lauderdale Lakes, Florida 33309

#### **ARTICLE 6 - OFFICERS**

The affairs of this corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Directors, unless removed earlier in accordance with the bylaws.

The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

President:	Larry E. Williams
Vice President:	Anita D. Middleton
Secretary:	Margaret Hardge
Treasurer:	Anita D. Middleton

#### **ARTICLE 7 - DIRECTORS**

This Corporation shall have a Board of Directors elected in accordance with its bylaws. The number of directors shall be prescribed in the bylaws from time to time, but at no time shall be less than five (5) in number.

#### **ARTICLE 8 - BYLAWS**

The bylaws of the Corporation shall be adopted by the Board of Directors.

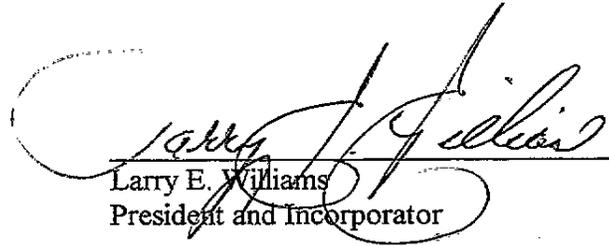
#### **ARTICLE 9 - AMENDMENTS**

An amendment to these articles may be proposed by the Board of Directors.

#### **ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered agent for this Corporation is Larry E. Williams and initial registered office is located at 3516 NW 42nd Street, Lauderdale Lakes, Florida 33309.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22 day of May 1998.



Larry E. Williams  
President and Incorporator

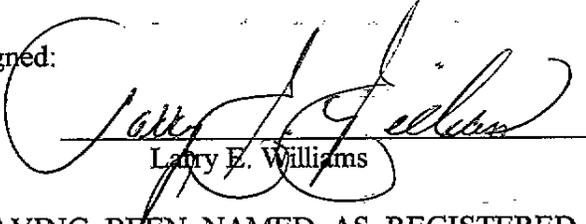
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

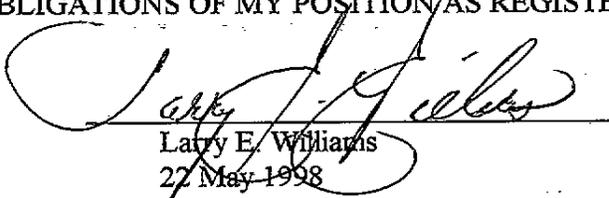
1. The name of the Corporation is HEALTHY CARE SOLUTIONS, INC.
2. The name and address of the registered agent and office of the Corporation is:

Larry E. Williams  
3516 NW 42nd Street  
Lauderdale Lakes, Florida

Signed:

  
Larry E. Williams

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

  
Larry E. Williams  
27 May 1998

**FILED**  
98 JUN -4 PM 4: 12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ACTION TAKEN BY BOARD OF DIRECTORS  
OF HEALTHY CARE SOLUTIONS, INC.  
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all the Directors of HEALTHY CARE SOLUTIONS, INC., a Florida Not For Profit corporation, pursuant to Florida Statutes §617.0205, §617.0821, hereby waive all statutory and charter requirements as to notice, and take the following action in lieu of a Special meeting:

**RESOLVED:** That the Secretary cause a copy of the Judicially Approved Petition of Conversion and Articles of Incorporation of the Corporation filed in the Office of the Secretary of State of the State of Florida on May 22, 1998 to be inserted in the Minute Book.

**RESOLVED:** That the Restated By-Laws prepared by the attorneys for the Corporation be, and the same hereby are, adopted as and for the By-Laws of this Corporation, and that the Secretary be, and he is hereby instructed to cause the same to be inserted in the Minute Book immediately following.

**RESOLVED:** That the following persons hold office for the ensuing year and until their successors are chosen and qualify:

President:	Larry E. Williams
Vice President:	Anita Middleton
Secretary:	Margaret Hardge
Treasurer:	Anita D. Middleton

**RESOLVED:** That the seal and impression of which is hereto affixed be, and it hereby is, adopted as the corporate seal of this Corporation.

**RESOLVED:** That Larry E. Williams is hereby appointed as Registered Agent of this Corporation in the State of Florida, and the office of such agent at 3516 NW 42nd Street, Lauderdale Lakes, Florida 33309, be and the same hereby is designated as the office of this Corporation in the State of Florida for the service of process in accordance with Section 617.0501 and 48.091, Florida Statutes (1995).

**ACTION TAKEN BY BOARD OF DIRECTORS  
OF HEALTHY CARE SOLUTIONS, INC.  
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all the Directors of HEALTHY CARE SOLUTIONS, INC., a Florida Not For Profit corporation, pursuant to Florida Statutes §617.1006 and §617.0821, hereby waive all statutory and charter requirements as to notice, and take the following action in lieu of a Special meeting:

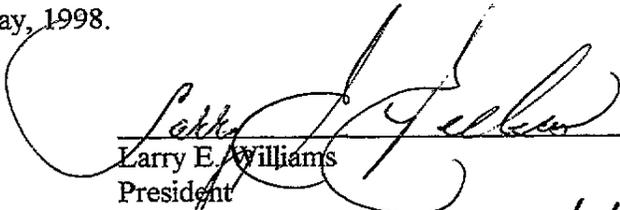
**RESOLVED:** That the first paragraph of Article III of the Articles of Incorporation be amended to read in its entirety as follows:

The purpose for which this corporation is organized is for charitable outreach services purposes to provide out patient hospital and medical care to the public through the operation of out-patient clinics and particularly for the treatment of persons afflicted with Diabetes, Hypertension, Asthma, and AIDS or the AIDS virus.

**RESOLVED:** That the third paragraph of Article III of the Articles of Incorporation be amended to read in its entirety as follows:

No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article.

DATED effective the 22 day of May, 1998.

  
\_\_\_\_\_  
Larry E. Williams  
President

  
\_\_\_\_\_  
Anita D. Middleton  
Vice President

RESOLVED: That the Corporation shall have no members.

DATED: May 22, 1998



A large, stylized handwritten signature in cursive script, appearing to read "Larry E. Williams", written over a horizontal line.

Larry E. Williams  
President



A handwritten signature in cursive script, appearing to read "Anita D. Middleton", written over a horizontal line.

Anita D. Middleton  
Vice President