

# P00000016961

Holland & Knight LLP  
Requestor's Name

315 S. Calhoun St.  
Address

Tallahassee, FL. 32301 425-5686  
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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SECRETARY OF STATE  
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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BUREAU OF CORPORATIONS  
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T. SMITH FEB 17 2000

Examiner's Initials	
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**ARTICLES OF INCORPORATION  
OF  
PENmd.com, Inc.**

The undersigned, acting as incorporator of PENmd.com, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

PENmd.com, Inc.

**ARTICLE II. ADDRESS**

The initial mailing address of the corporation, and the address of the corporation's initial principal office, is 315 South Calhoun Street, Suite 600, Tallahassee, Florida 32301.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in the business of designing and managing Internet based purchasing systems for physicians and medical organizations, to engage in activities related thereto, and to engage in any other activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

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## ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Name

Morris H. Miller

Address

315 South Calhoun Street  
Suite 600  
Tallahassee, FL 32301

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

## ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

## ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 15<sup>th</sup> day of February, 2000.



\_\_\_\_\_  
Morris H. Miller

## ACCEPTANCE OF REGISTERED AGENT

PENmd.com, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, City of Miami, County of Dade, State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

### ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes. The undersigned is familiar with, and accepts, the obligation provided under such statute relative to keeping open the registered office and providing records.

### INTRASTATE REGISTERED AGENT CORPORATION

By: \_\_\_\_\_

*M. H. Miller*  
Morris H. Miller  
As its Vice President

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