Joel A. Savitt

PROFESSIONAL ASSOCIATION

SUITE 506 . 20801 BISCAYNE BOULEVARD AVENTURA, FLORIDA 33180-1430

JOEL A. SAVITT

OF COUNSEL SUSAN L. ALSPECTOR ALAN B. GEST

June 14, 2000

тесерно हुई (305) 936-8844 FAX (305) 9360 804

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*****78.75 *****78.75

New Filing Section Division of Corporations Florida Department of State 409 E. Gaines Street Tallahassee, FL 32399

Re:

First Priority Medical Services, Inc.

Our File No. 00-089

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "First Priority Medical Services, Inc." together with our check in the amount of \$78.75.

This check represents the \$35.00 filing fee, \$8.75 for a certified copy of the Articles of Incorporation and \$35.00 fee for the Registered Agent Designation for this corporation.

Very truly yours,

Judith A. Shore Office Manager

JAS:em

Enclosures as stated

Enclosed is a prepaid, self-addressed Federal Express airbill P.S. and envelope; please return filed Articles in same. Thank you.

ARTICLES OF INCORPORATION

OF

FIRST PRIORITY MEDICAL SERVICES, INC.

We, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is FIRST PRIORITY MEDICAL SERVICES, INC.

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is:

2739 Hollywood Blvd. Hollywood, FL 33020 OO JUN 15 PM 4: 36
SECRETARY OF STATE

ARTICLE III

DURATION

This corporation shall have perpetual existence beginning on June 4,2000.

06-14-60

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2739 Hollywood Blvd., Hollywood, Florida 33020, and the name of the initial registered agent of this corporation at that address is Jeffrey E. Holman.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The names and addresses of the initial directors of this corporation are:

Robert Francis Snyder 6544 Fletcher Street Hollywood, Florida 33023

Jeffrey E. Holman 3725 Kensington Street Hollywood, Florida 33021

Philip Holman 3620 Tuscany Drive Hollywood, Florida 33021

ARTICLE X

INCORPORATORS

The names and addresses of the Incorporators are:

Robert Francis Snyder 6544 Fletcher Street Hollywood, Florida 33023

Jeffrey E. Holman 3725 Kensington Street Hollywood, Florida 33021

Philip Holman 3620 Tuscany Drive Hollywood, Florida 33021 IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation

this <u>H</u> day of June, 2000.

Robert Francis Snyder

Initial Director/Incorporator

Jeffrey E. Holman

Initial Director/Incorporator

Philip Holman

Initial Director/Incorporator



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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That First Priority Medical Services, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2739 Hollywood Blvd., Hollywood, Florida 33020, has named Jeffrey E. Holman, located at 2739 Hollywood Blvd., Hollywood, Florida 33020, as its agent to accept service of process within the State of Florida.

Robert Francis Snyder

Initial Director/Incorporator

Jeffrey E. Holman

Initial Director/Incorporator

Philip Holman

Initial Director/Incorporator

Dated: June 14 7, 2000

Having been named 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 agree to

comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Veffrey E. Holman Registered Agent

Dated: June 14, 2000 AHASSEE, FLORIDA