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T-910 P-01/03 F-281

P00000080350

Florida Department of State

Division of Corporations

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To:

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Fax Number : (850)922-4001

From: Angie Calabrese

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

TOTAL MD OFFICE, INC.

22660-101440

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

FAX AUDIT # H00000044730

**ARTICLES OF INCORPORATION OF
TOTAL MD OFFICE, INC.**
in compliance with Chapter 607, F.S.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be: TOTAL MD OFFICE, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS:

The principal place of business and mailing address of the corporation is: 4943 S.W. 75th Avenue, Miami, Florida 33155.

ARTICLE III - CAPITAL STOCK:

The total number of shares which this Corporation is authorized to issue is Two Million (2,000,000) shares of Common Stock, par value \$0.01 per share, and Five Hundred Thousand (500,000) shares of Preferred Stock, par value \$0.01 per share.

The Preferred Stock shall be issued in one or more series. The Board of Directors is hereby expressly authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following and the shares of each series may vary from the shares of any other series in the following respects:

- (a) The number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;
- (b) The annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;
- (c) The redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;
- (d) The preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;
- (e) The voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;

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(f) The right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and

(g) Any other relative rights, preferences and limitations of that series.

ARTICLE IV - INITIAL DIRECTORS:

The names and addresses of the initial Directors of the Corporation are as follows:

DAVID C. BELLIN - 233 Cahaba Valley Parkway
Pelham, Alabama 35124

ROBERT SURIS - 4943 S.W. 75th Avenue
Miami, Florida 33155

ARTICLE V - REGISTERED AGENT:

The name and street address of the registered agent are: American Information Services, Inc., One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VI - INCORPORATOR:

The name and street address of the incorporator are: Michael Francis, One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VII - INDEMNIFICATION:

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

American Information Services, Inc. hereby accepts the appointment as Registered Agent and agrees to act in this capacity.

By: Angelica M. Calabrese
Angelica M. Calabrese, Assistant Secretary

Date: August 8, 2000

Michael Francis
Michael Francis, Incorporator

Date: 24 August 2000

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