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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: PHYSIONETWORK, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400003382194--9
-09/05/00--01130--011
*****78.75 *****78.75

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 of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ERNEST FURNARI JR
Name (Printed or typed)

6804 WEATHERBY CT
Address

NAPLES, FL 34104
City, State & Zip

941-253-1771
Daytime Telephone number

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

D. BROWN SEP - 8 2000

Articles of Incorporation of

PhysioNetwork, Inc.

Article I – Name

The name of the corporation is **PhysioNetwork, Inc.**

Article II – Duration

The corporation shall have a perpetual duration unless dissolved by a vote of the shareholders as hereafter provided.

Article III – Purpose

The corporation is organized for the following purposes:

- A. To engage in delivery of educational and marketing services, and
- B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment of furtherance of the purposes or objectives of this corporation, and
- C. For any lawful purpose under the laws of the state of Florida and under the laws of the United States of America.
- D. The professional services of this corporation shall be carried out only through the officers, employees and agents of the corporation.

Article IV – Capital Stock

The total number of shares of capital stock, which the corporation shall be authorized to issue, is One Thousand (1,000) shares. Such shares shall be of two classes of common stock and shall have a par value of One Cent (\$.01) per share. The division of shares will consist of Three Hundred (300) Class A voting shares and Seven Hundred (700) Class B non-voting shares.

Article V – Principle Office

The Address of the corporation's principal office is 6804 Weatherby Court, Naples, Florida 34104. The name of the initial Registered Agent of the Corporation is Ernest Furnari Jr., whose mailing address is 6804 Weatherby Court, Naples, Florida 34104.

Article VI – Corporate Powers

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida

Article VII – Incorporator

The name and address of the person signing these articles of Incorporation, as incorporator, is Ernest Furnari Jr., whose mailing address is 6804 Weatherby Court, Naples, Florida 34104.

Article VII – Bylaws

The initial directors shall submit the proposed bylaws to shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of $\frac{3}{4}$ of shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

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Article IX – Dissolution

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders, or (2) on the affirmative vote of the holders of at least 2/3 of the outstanding Class A shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder,

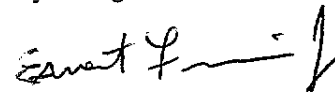
Article X – Registered Agent

The name of the initial Registered Agent of the Corporation is Ernest Furnari Jr., whose mailing address is 6804 Weatherby Court, Naples, Florida 34104.

Article XI – Officers and Directors

The corporation shall have three directors, Ernest Furnari Jr., Dianne Cortese, and Timothy Lamparello whose mailing address is 6804 Weatherby Court, Naples, Florida 34104. The shareholders will decide, at their first shareholders meeting, the number of, and holders of, all corporate offices. The director and officer (or officers) shall hold office for the first year of the corporation or until successors are elected or appointed

IN WITNESS HEROFF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Naples, Collier County, Florida, on this 1st day of August 2000.


Ernest Furnari Jr.

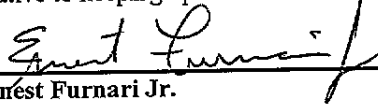
CERTIFICATES DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First – That PHYSIONETWORK, Inc., a new Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Naples, County of Collier, State of Florida, has named Ernest Furnari Jr., with offices located at 6804 Weatherby Court, Naples, Florida 34104, 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 the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open the said office.



Ernest Furnari Jr.
Registered Agent

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