

P00000089289

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H00000049866 7)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 922-4001

From:  
Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

**FLORIDA PROFIT CORPORATION OR P.A.**

**PRIMENET HEALTH SYS., INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 20 AM 8:53

H00000049866

**ARTICLES OF INCORPORATION  
OF  
PRIMENET HEALTH SYS., INC.  
(a Florida corporation)**

**ARTICLE I - NAME**

The name of the Corporation is **PRIMENET HEALTH SYS., INC.** (hereinafter called the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 100,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE III - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is 3900 NW 79 Avenue, Suite 255, Miami, Florida 33166.

**ARTICLE IV - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of (3) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

J. Raymond Torres  
10405 Bermuda Drive  
Cooper City, Florida 33026

Maggie Torres  
10405 Bermuda Drive  
Cooper City, Florida 33026

Jose Ramon Torres  
10405 Bermuda Drive  
Cooper City, Florida 33026

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 20 AM 8:53

H00000049866

H00000049866

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 3900 NW 79 Avenue, Suite 225, Miami, Florida 33166. The name of the initial registered agent of the Corporation at that address is J. RAYMOND TORRES.

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the Corporation is J. RAYMOND TORRES, 3900 NW 79 Avenue, Suite 225, Miami, Florida 33166.

**ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

**ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

**ARTICLE IX - BYLAWS**

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

**ARTICLE X - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

H00000049866

H00000049866

IN WITNESS WHEREOF, the incorporator has executed these Articles of  
Incorporation of PRIMENET HEALTH SYS., INC. this 13 day of September, 2000.

  
\_\_\_\_\_  
J. RAYMOND TORRES  
Incorporator

H00000049866

H00000049866

**CONSENT OF REGISTERED AGENT  
OF  
PRIMENET HEALTH SYS., INC.**

The undersigned, J. Raymond Torres, whose business address is 3900 NW 79 Avenue, Suite 225, Miami, Florida 33166, hereby accepts appointment as the initial registered agent of **PRIMENET HEALTH SYS., INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
J. RAYMOND TORRES  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 20 AM 8:53