

P00000109311

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November 21, 2000

Alan Crum  
Document Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: VIRTUAL PRACTICE MANAGEMENT SYSTEMS

Dear Mr. Crum:

I enclose a copy of your letter of October 16, 2000 in which the Division of Corporations rejected our previous filing of Articles of Incorporation for Millennium Medical, Inc. I enclose new Articles of Incorporation utilizing the name VIRTUAL PRACTICE MANAGEMENT SYSTEMS, INC. Such name is indicated as being available with the Division of Corporations.

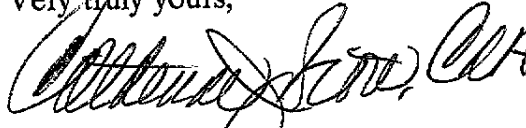
We have previously tendered our check in the amount of \$78.75 which has been retained by your office.

Please return the certified copy of the Articles of Incorporation to the undersigned at your earliest convenience. If you have any questions or problems with respect to this filing, please contact the undersigned at your earliest convenience.

Thank you for your assistance with this filing.

Catherine Scott GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT corp name  
DATE 11-27-00  
DOC. EXAM ay

Very truly yours,

  
Catherine J. Scott  
Certified Legal Assistant

Enclosures

W-24935

g/11/21



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 16, 2000

CATHERINE J. SCOTT  
WILLIAM T. KIRTLEY, P.A.  
2940 SOUTH TAMiami TRAIL  
SARASOTA, FL 34239

SUBJECT: MILLENNIUM MEDICAL, INC.  
Ref. Number: W00000024935

We have received your document for MILLENNIUM MEDICAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 200A00054244

**ARTICLES OF INCORPORATION**  
**OF**  
**VIRTUAL PRACTICE MANAGEMENT SYSTEMS** , INC.

**ARTICLE I - NAME**

The name of the corporation shall be:

VIRTUAL PRACTICE MANAGEMENT SYSTEMS , INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

5741 Bee Ridge Road, Suite 470  
Sarasota, Florida 34233

**ARTICLE III - CAPITAL STOCK**

**Section 1.** The total number of shares of all classes of stock which the corporation shall have authority to issue is two hundred thousand (200,000) shares.

The corporation shall have authority to issue two (2) classes of stock. One hundred thousand (100,000) shares shall be common stock having a par value of \$.01 (hereinafter referred to as "Common Stock") and one hundred thousand (100,000) shares shall be preferred stock issuable in series and having a par value of \$.01 (hereinafter referred to as "Preferred Stock").

**Section 2.** Statement of Preferences, Limitations and Relative Rights in Respect of Shares of Each Class. A description of the different classes of stock and a statement of the designation, preferences, voting rights, limitations and relative rights of the holders of stock of such classes are as follows:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. Preferred Stock.

(1) Shares of Preferred Stock may be issued from time to time in one or more series. The preferences and relative, participating, optional and other special rights of each of such series and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series already outstanding; and the Board of Directors of the corporation is hereby expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designations, preferences and relative, participating, optional and other special rights, or the qualifications, limitations or restrictions thereof, of such series, including without limiting the generality of the foregoing, the following:

(a) The rate, if any, and times at which, and the terms and conditions on which, dividends on the Preferred Stock of such series shall be paid;

(b) The redemption price or prices, if any, and the times at which, Preferred Stock of such series may be redeemed;

(c) The rights of the holders of Preferred Stock of such series upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the corporation;

(d) The terms of the sinking fund or redemption of purchase account, if any, to be provided for the Preferred Stock of such series;

(e) The right, if any, of the holders of Preferred Stock of such series to convert the same into, or exchange the same for, other classes of stock of the corporation and the terms and conditions of such conversion or exchange; and

(f) The voting powers, if any, of the holders of the Preferred Stock of such series.

(2) All shares of a particular series shall be identical in all respects. The rights of the Common Stock of the corporation may be subject to the preferences and relative, participating, optional and other special rights of the Preferred Stock or each series as fixed from time to time by the Board of Directors as aforesaid.

(3) The holders of the Preferred Stock, in preference to the holders of the Common Stock of the corporation, may be entitled to receive, if and when declared by the Board of Directors, dividends at the rate established by the Board of Directors at the time of the issuance of the shares of each series. Such dividends, when and if declared, may be cumulative so that if dividends in respect to any dividend period shall not have been paid upon, or declared and set apart for, the Preferred Stock the deficiency shall be fully paid or declared and set apart before any dividends shall be paid upon, or declared or set apart for the Common Stock.

B. Common Stock.

(1) After the requirements with respect to preferential dividends upon the Preferred Stock shall have been met, if such preference be established by the Board of Directors of the corporation, and after the corporation shall have complied with all requirements, if any, with respect to the setting aside of sums as a sinking fund or redemption or purchase account for the benefit of any series of Preferred Stock, then and not otherwise, the holders of the Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

(2) After distribution in full of the preferential amount to be distributed to the holders of all series of the Preferred Stock then outstanding in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the corporation available for distribution to its stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

(3) Each holder of Common Stock shall have one (1) vote for each share of Common Stock held by him in all matters submitted to a vote of the stockholders. Cumulative voting in the election of directors will not be allowed.

#### ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

William T. Kirtley, Esq.  
2940 South Tamiami Trail  
Sarasota, Florida 34239

#### ARTICLE V - INCORPORATOR

The name and address of the Incorporator for these Articles of Incorporation are:

William T. Kirtley, Esq.  
2940 South Tamiami Trail  
Sarasota, Florida 34239

#### ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

#### ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

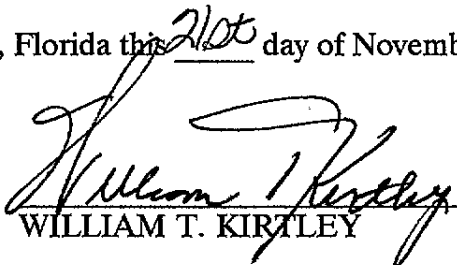
#### ARTICLE VIII - AFFILIATED TRANSACTIONS

The provisions of Chapter 607.0901 with respect to affiliated transactions shall not apply to this corporation.

#### ARTICLE IX - CONTROL-SHARE ACQUISITIONS

The provisions of Chapter 607.0902 with respect to control-share acquisitions shall apply to this corporation.

WITNESS my hand and seal at Sarasota, Florida this 21<sup>st</sup> day of November, 2000.

  
WILLIAM T. KIRTLEY

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.

  
WILLIAM T. KIRTLEY

FILED  
00 NOV 27 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA