



The
Weeks
Group, Inc.

Total Business Improvement Consultants

November 21, 2000

Division of Corporations
Filing Section
P. O. Box 6327
Tallahassee, FL 32314

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***122.50 ***78.75

Ref: TWG-Healthcare Services, Inc.

Dear Sir/Madam:

On behalf of our client, TWG-Healthcare Services, Inc., please find attached the original and a copy of their Articles of Incorporation, along with our check for \$122.50 to cover filing and certified copy fees.

Please file the attached articles and registered agent documents as quickly as possible and return to us at the address on this letterhead.

Thank you for your cooperation in this regard,

Lou Ann Weeks
Secretary

Attachments

FILED
00 NOV 28 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-29
WC

**ARTICLES OF INCORPORATION
FOR
TWG-Healthcare Services, Inc.**

FILED
00 NOV 28 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **TWG-Healthcare Services, Inc.**
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and State of Florida.
4. **Capital Stock.** The corporation is authorized to issue ten million (10,000,000) shares, all of voting Common Stock having a par value of one cent (\$0.01) per share.
5. **Initial Registered Office and Agent and the Principle Office.** The name and address of the initial registered agent and office and the principle office of this corporation is as follows:

Wallace Weeks
2104 Lionel Drive
Melbourne, FL 32940

6. **Initial Board of Directors.** This corporation shall have 3 directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

Wallace Weeks
2104 Lionel Drive
Melbourne, FL 32940

C. Randy Harrod
2881 Shenandoah Road
DeLand, FL 32720

Lou Ann Weeks
2104 Lionel Drive
Melbourne, FL 32940

7. **Incorporators.** The name and address of the Incorporators signing these Articles of Incorporation are:

Wallace Weeks
2104 Lionel Drive
Melbourne, FL 32940

C. Randy Harrod
2881 Shenandoah Road
DeLand, FL 32720

Lou Ann Weeks
2104 Lionel Drive
Melbourne, FL 32940

8. **Indemnification of Directors and Officers and Employees.** This corporation shall to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
9. **Amendment of Articles.** The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a sixty-seven percent (67%) vote.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 1st day of November 2000.


INCORPORATOR


INCORPORATOR


INCORPORATOR


REGISTERED AGENT

**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

FILED
NOV 28 AM 11:58
TALLAHASSEE
SECRETARY OF STATE

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

TWG-Healthcare Services, Inc., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Melbourne, Florida and, County of Brevard, State of Florida, has named Wallace Weeks as its registered agent to accept service of process within this state.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505


REGISTERED AGENT