

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Lani Giwa Healthcare Solutions, Inc.*

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-03/27/01--01049--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Signature \_\_\_\_\_

Requested by: WL

Date 3/26

Time 9:00

Name \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

FILED  
01 MAR 27 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 MAR 27 AM 10:27  
DIVISION OF CORPORATION  
SEARCH

**ARTICLES OF INCORPORATION  
OF  
LANI GIWA HEALTHCARE SOLUTIONS, INC.**

**ARTICLE I**

The name of the corporation is **Lani Giwa Healthcare Solutions, Inc.** (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is c/o: Adelani Giwa, 2100 NE 171<sup>st</sup> Street, North Miami Beach, Florida 33162.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
100	\$1.00	Common

**ARTICLE IV**

The corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 40 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V

The street address of the Corporation's initial registered office is 2100 NE 171<sup>st</sup> Street, City of North Miami Beach, County of Dade, State of Florida 33162, and the name of its initial registered agent at such office is Tubosun Giwa.

## ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the name and address of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Adelani Giwa  
2100 NE 171<sup>st</sup> Street  
North Miami Beach, Florida 33162

Tubosun Giwa  
13850 N.W. 26<sup>th</sup> Avenue, Suite 208  
Miami, Florida 33054


## ARTICLE VII

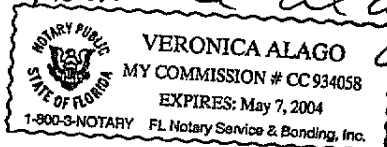
The name of the Incorporator is Adelani Giwa and the address of the Incorporator is 2100 NE 171<sup>st</sup> Street, North Miami Beach, Florida 33162.

## ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19 day of March, 2001.

  
\_\_\_\_\_  
Adelani Giwa  
Incorporator



**LANI GIWA HEALTHCARE SOLUTIONS, INC.**  
**CONSENT OF THE DIRECTORS**  
**IN LIEU OF ORGANIZATIONAL MEETING**  
**Dated as of date of filing**

Pursuant to the authority contained in 607.0205 of the Florida Business Corporation Act, the undersigned, being the directors of Capital Resource Development Corp., a Florida corporation (the "Corporation"), named in the Articles of Incorporation of this Corporation that were filed with the Department of State of the State of Florida, do hereby agree that when the directors have signed this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at an organizational meeting of the directors duly called and held for the purpose of acting upon proposals to adopt such resolutions in accordance with 607.0205 of the Florida Business Act:

**Organizational Actions**

RESOLVED, that the Articles of Incorporation of this Corporation that were filed with the Department of State of the State of Florida, together with the accompanying Certificate of the Florida Secretary of State, are approved and ordered to be filed in the Minute Book of the Corporation as a part of the permanent records of the Corporation.

RESOLVED, that the Bylaws in the form heretofore presented to the directors are adopted as the initial Bylaws of this Corporation, in accordance with 607.0206 of the Florida Business Corporation Act, and that the Bylaws are ordered to be filed in the Minute Book immediately following the copy of the Articles of Incorporation.

RESOLVED, that the following persons be and hereby are elected to the offices set forth opposite their names below, each of such persons to serve until the first annual meeting of directors or until their respective successor has been duly elected and qualified:

**Adelani Giwa-President/Secretary/Treasurer**  
**2100 NE 171<sup>st</sup> Street**  
**North Miami Beach, Florida 33162**

RESOLVED, that the Secretary is instructed to retain custody of the Minute Book and to insert therein this Consent of the Directors and the minutes of all other proceedings of shareholders and directors of this Corporation.

RESOLVED, that the form of stock certificate representing the shares of the common stock of the Corporation (the "Common Stock") are in the form heretofore presented to the directors, is accepted and adopted, and the Secretary is instructed to insert a specimen thereof in the Minute Book of the Corporation.

RESOLVED, that the Corporate Seal of the Corporation, an impression of which is affixed hereto, be, and the same hereby is, approved and adopted as the Corporate Seal of this Corporation.

RESOLVED, that in consideration of the payment set forth below the President and Secretary are authorized to issue a certificate of Common Stock to the following and in the following amount for the consideration paid as indicated:

<u>NAME</u>	<u>SHARE</u>	<u>CONSIDERATION</u>
Adelani Giwa	100	Services rendered

RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for this Corporation to transact business, the proper officers of this Corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the Corporate Seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein, and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for services of process, and to file such certificates, reports, revocation of appointment, or surrender or authority as may be necessary to terminate the authority of the Corporation to do business in any state, territory, dependency or county.

RESOLVED, that the officers of the Corporation are hereby authorized to designate one or more banks to serve as depositories of the Corporation and, in connection therewith, the Board hereby adopts the form of any authorizing resolutions required by such banks to establish accounts, copies of which shall be inserted in the Minute Book of the Corporation.

RESOLVED, that the Treasurer of this Corporation is authorized to pay all charges and expenses incident to and arising out of the organization of this Corporation and to reimburse any person who has made any disbursements therefore.

#### "S" Corporation Election

RESOLVED, that the Corporation shall elect to be taxed as an "S" corporation for income tax purposes under the provisions of Section 1362 of the Internal Revenue Code and the proper officers of the Corporation be, and they hereby are, authorized and directed to evidence such election by completing and filing Form 2553 with the United States Treasury Department; Internal Revenue Service.

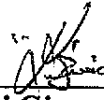
#### General Ratification

RESOLVED, that in addition to and without limiting the foregoing, the appropriate officers of the Corporation be, and each of them hereby is, authorized to take, or cause to be taken, such

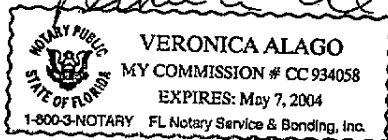
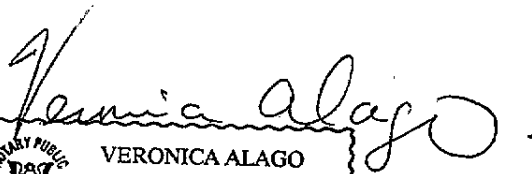
further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as such officer may deem appropriate in order to effect the intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all actions heretofore taken by the officers and agents of the Corporation in connection with subject of the foregoing recitals and resolutions be, and hereby are, approved, ratified and confirmed in all respects as the acts and deeds of the Corporation.

RESOLVED, that the authorizations contained herein shall be effective for all purposes as of the date of filing.

IN WITNESS WHEREOF, the undersigned directors have executed the foregoing Consent of the Directors as of the date of filing for the purpose of giving consent thereto this 19 day of March, 2001.



Adelani Giwa  
President/Incorporator



**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of LANI GIWA HEALTHCARE SOLUTIONS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes 607.0505.



Tubosun Giwa  
Registered Agent

Dated: March 19, 2001

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01 MAR 27 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA