

LAS OLAS CENTRE . SUITE 1270 350 EAST LAS OLAS BLVD. FT. LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 929-4850 FACSIMILE (954) 929-6603

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April 2, 2001

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

Re: The Waiting Room Company

Gentlemen:

We enclose an original and one copy of the Articles of Incorporation for the above named corporation, together with a check covering the following fees:

| Filing Fee: | | \$35.00 |
|-----------------------|--|---------|
| Registered Agent Fee: | | \$35.00 |
| Certificate of Status | | \$8.75 |
| TOTAL | | \$78.75 |

Please send the Certificate of Status to our office in the enclosed pre-prepared envelope provided.

If you have any questions, please contact the undersigned.

Very truly yours,

Kenneth J. Nolan

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE TALLAHASSEE FLORIDA

OF

THE WAITING ROOM COMPANY

The undersigned subscriber to these Articles of Incorporation, a natural person competent

to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: THE WAITING ROOM COMPANY

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock without nominal or par value. The consideration to be paid for each share shall be fixed by the Board of Directors. The stock so issued shall be fully paid and non-assessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is:

2447 N. 37 AVE. HOLLYWOOD, FL 33021

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

DIRECTORS

This corporation shall have not less than one director.

ARTICLE VII

INITIAL DIRECTORS and OFFICERS

The names, titles and addresses of the first Board of Directors and first Officers are:

<u>NAME</u> <u>TITLE</u> <u>ADDRESS</u>

Robert P. Nolan

Director and President

2447 N. 37 AVE. HOLLYWOOD, FL 33021

2

These officers and/or directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified.

ARTICLE VIII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are:

NAME

ADDRESS

Robert P. Nolan

2447 N. 37 AVE. HOLLYWOOD, FL 33021

ARTICLE IX

INITIAL AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent of this corporation and the street address of the

initial Registered Office of this corporation is as follows:

Robert P. Nolan 2447 N. 37 Ave., Hollywood, FL 33021

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every

Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and

approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

3

ARTICLE XI

The Board of Directors, from time to time, shall determine whether and to what extent and what time and place, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to inspection of the Stockholders, and no Stockholder shall have the right to inspect any account or document of the corporation except as permitted by statute, or Board of Directors or by resolution of the Stockholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation, at Hollywood, Broward County, Florida, this $4\frac{44}{20}$ day of 2001, for the uses and purposes aforesaid.

(Seal) **ROBERT P. NOLAN**

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **ROBERT P. NOLAN**, who is personally known to me and who is the person who subscribed to the foregoing Articles of Incorporation and who acknowledged before me the execution thereof for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State above set forth this 4^{+1} day of 4^{-1} , 2001.

My Commission No. Is:



My Commission Expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First--That THE WAITING ROOM COMPANY desiring to organize under the laws of

the State of Florida with its principal office as indicated in the Articles of Incorporation at 2447 N.

2447 N. 37TH AVE., HOLLYWOOD, FL 33021, County of Broward, has named ROBERT P.

NOLAN, its agent to accept service of process within this State.

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the

provision of said Act relative to keeping open said office.

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ROBERT P. NOLAN Registered Agent