

Please call
when ready

Garen Botino
Requestor's Name

Pennington Law Firm
Address

215 S. Monroe
Tallahassee

City/State/Zip

Phone #

222-3533

FILED
01 OCT 29 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

PO1000104671

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

DIVISION OF CORPORATION

01 OCT 29 PM 3:48

RECEIVED

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

000004658350--6
-10/30/01--01001--005
*****70.00 *****70.00

W01-25002
10/30

Examiner's Initials

g

ARTICLES OF INCORPORATION
OF

TOTAL CARE MEDICAL, INC.

The undersigned hereby makes, subscribes, acknowledges and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

FILED
01 OCT 29 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this Corporation shall be TOTAL CARE MEDICAL, INC.

ARTICLE II

Purpose

This Corporation shall be organized for the purposes of engaging in pharmaceutical and medical equipment sales, and for any other business or purpose which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The registered agent of this Corporation shall be Wilburn Turner Davis, III. The address of the registered agent shall be 1101 Pinecrest Drive, Tallahassee, Florida 32301.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 301 NE Marion Street, Madison, Florida 32340.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of One Hundred Thousand (100,000) shares of One Cent (\$.01) par value voting common stock.

ARTICLE VII

Preemptive Rights, Voting

Holders of the capital stock of the Corporation shall have no preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Each shareholder of the Corporation shall have one vote regardless of the number of shares held by any such shareholder.

ARTICLE VIII

Directors

This Corporation shall have no less than one (1) director nor more than five (5) directors. The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The name and address of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Wilburn Turner Davis, III	1101 Pinecrest Drive Tallahassee, FL 32301
Jennifer Davis Ickler	5383 Appledore Lane Tallahassee, FL 32308
Michael P. Thornton	270 Thornberg Drive Tallahassee, FL 32312
Bobby M. Vickers, Jr.	270 Thornberg Drive Tallahassee, FL 32312

ARTICLE IX

Incorporator

The name and address of the Incorporator is: Mark T. Haney, Post Office Box 10095, 215 S. Monroe Street, Suite 200, Tallahassee, FL 32302.

ARTICLE X

Officers

The officers of the Corporation shall be a President and Secretary, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers are as follows:

<u>Office</u>	<u>Name and Address</u>
President	Wilburn Turner Davis, III 1101 Pinecrest Tallahassee, FL 32301
Vice President	Bobby M. Vickers, Jr. 270 Thornberg Drive Tallahassee, FL 32312
Treasurer	Michael P. Thornton 270 Thornberg Drive Tallahassee, FL 32312
Secretary	Jennifer Davis Ickler 5383 Appledore Lane Tallahassee, FL 32308

ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

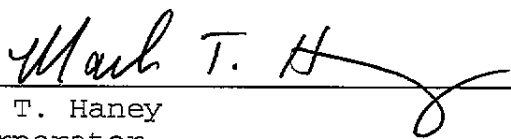
Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any

ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

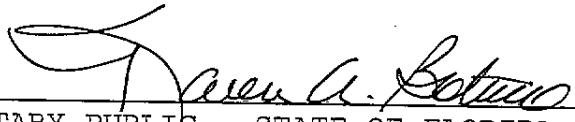
The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 26th day of October, 2001, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.



Mark T. Haney
Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared MARK T. HANEY, and being first duly sworn and upon her oath, stated that MARK T. HANEY signed the above Articles of Incorporation for the conditions and purposes therein expressed this 26th day of October, 2001.


NOTARY PUBLIC - STATE OF FLORIDA
 Karen A. Botino
MY COMMISSION # CC794173 EXPIRES
January 29, 2003
BONDED THROUGH FAIN INSURANCE, INC.
PRINTED NAME OF NOTARY, COMMISSION
NUMBER AND EXPIRATION OF
COMMISSION

Personally known to me
_____ or produced the
following identification:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: TOTAL CARE MEDICAL, INC.

2. The name and address of the registered agent and office is:

WILBURN TURNER DAVIS, III
(NAME)

1101 Pinecrest Drive
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32301
(CITY/STATE/ZIP)

SIGNATURE [Signature]
TITLE President

DATE 10/29/01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]

DATE 10/29/01
REGISTERED AGENT FILING FEE: \$35.00

FILED
OCT 29 AM 11:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE