



# P010000111850

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REFERENCE : 181820 11654A

AUTHORIZATION :

*Patricia Pajaro*

COST LIMIT : \$ 87.50

**FILED**  
2001 NOV 26 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : November 26, 2001

ORDER TIME : 11:14 AM

ORDER NO. : 181820-005

CUSTOMER NO: 11654A

CUSTOMER: Jessie Spells, Legal Assistant  
Holtzman, Equels & Furia

2601 South Bayshore Drive  
Suite 600  
Miami, FL 33133

**RECEIVED**  
01 NOV 26 PM 12:19  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MEDILIST ACQUISITION CORP.

EFFECTIVE DATE: \_\_

800004693048--51

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

*JS*  
*11/26/01*

**ARTICLES OF INCORPORATION**  
**OF**  
**MEDILIST ACQUISITION CORP.**

**FILED**  
2001 NOV 26 PM 1:33  
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TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of Medilist Acquisition Corp., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

**MEDILIST ACQUISITION CORP.**

**ARTICLE II. ADDRESS**

The mailing address of the corporation is:

1926 10<sup>th</sup> Avenue North  
Suite 400  
Lake Worth, Florida 33461

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence upon the filing of these Articles with the Office of the Secretary of State of Florida.

**ARTICLE IV. PURPOSE**

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having \$0.01 par value per share.

**ARTICLE VI**  
**Initial Board of Directors**

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 names and addresses 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:

HONORA SHAPIRO  
1926 10<sup>TH</sup> Avenue North, Suite 400  
Lake Worth, Florida 33461

MICHAEL BERNSTEIN  
1926 10<sup>TH</sup> Avenue North, Suite 400  
Lake Worth, Florida 33461

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2601 S. Bayshore Drive, Suite 600, Miami, Florida 33133 and the name of the corporation's initial registered agent at that address is HEF Registered Agent Corp.

**ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Arthur J. Furia	c/o Holtzman, Equels & Furia 2601 S. Bayshore Drive Suite 600 Miami, Florida 33133

**ARTICLE IX. INDEMNIFICATION.**

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or

at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

#### **ARTICLE XI. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE XII. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 20<sup>th</sup> day of November, 2001

  
\_\_\_\_\_  
Arthur J. Furia

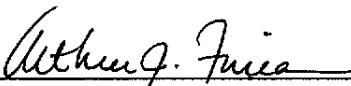
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA  
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Medilist Acquisition Corp., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Miami-Dade County, State of Florida, has named HEF Registered Agent Corp. as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

  
\_\_\_\_\_  
Arthur J. Furia

**FILED**  
2001 NOV 26 PM 1:33  
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TALLAHASSEE FLORIDA