

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Healthwise Technologies, Inc.

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**ARTICLES OF INCORPORATION
OF
HEALTHWISE TECHNOLOGIES, INC.**

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ARTICLE I.
NAME AND ADDRESS

The name of the Corporation is Healthwise Technologies, Inc. ("Corporation"). The principal address of the Corporation is 263 Saratoga Blvd. East, Royal Palm Beach, Florida 33411 and the mailing address of the Corporation is P.O. Box 2144, Palm Beach, Florida 33480.

ARTICLE II.
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which a Corporation may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III.
POWERS

The Corporation shall possess and may exercise all of the powers and privileges conferred on a Corporation under the laws of the State of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation or the Corporation's By-Laws.

ARTICLE IV.
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V.
INCORPORATOR

The name and address of the Incorporator is Michael M. Cabot, 263 Saratoga Blvd. East, Royal Palm Beach, Florida 33411.

ARTICLE VI.
BOARD OF DIRECTORS

6.1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

6.2. The Directors of the Corporation shall be selected from among those individuals who have an interest and who possess the ability to participate effectively in the discharge of the

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responsibilities of the Board of Directors. The Directors of the Corporation shall be elected for terms and in the manner provided in the By-Laws from time to time.

6.3. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of the business of the Corporation.

6.4. As of the date of filing of these Articles of Incorporation, the names of the members of the Board of Directors who shall hold office until their successors are elected and have qualified as provided in the By-Laws of the Corporation then in existence, or until resignation or removal, are as follows:

Michael M. Cabot	Catherine G. Cabot
263 Saratoga Blvd. East	263 Saratoga Blvd. East
Royal Palm Beach, Florida 33411	Royal Palm Beach, Florida 33411

6.5. The number of Directors of the Corporation shall be not less than one and the number of Directors of the Corporation may be changed from time to time as provided in the By-Laws.

6.6. Directors shall be elected, removed and hold office as provided in the By-Laws.

ARTICLE VII. **OFFICERS**

7.1. The officers of the Corporation shall include a President, Vice President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents including, without limitation, one or more Vice-Presidents, all as provided in the By-Laws of the Corporation.

7.2. The officers shall be elected, hold office and be removed as provided in the By-Laws.

7.3. The officers shall have such powers and responsibilities as provided in the By-Laws of the Corporation.

ARTICLE VIII. **STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares, all of which shall be common shares, no par value. The number of authorized shares may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

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ARTICLE IX.
REGISTERED OFFICE AND AGENT

9.1. The street address of the Registered Office of this Corporation is Dunwody White & Landon, P.A., 239 South County Road, Suite 300, Palm Beach, Florida 33480.

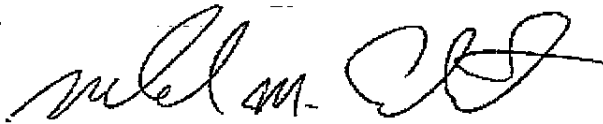
9.2. The name of the Registered Agent of this Corporation located at the address of the Registered Office is David M. Halpen.

ARTICLE X.
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal By-Laws for the Corporation shall be vested as provided in the By-Laws.

Under penalties of perjury, the undersigned declares that she has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 11th day of October, 2002.



Michael M. Cabot
Incorporator

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**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**


In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Healthwise Technologies, Inc., as a corporation under the laws of the State of Florida, has designated Dunwody White & Landon, P.A., 239 South County Road, Suite 300, Palm Beach, Florida 33480 as its Registered Office and has named David M. Halpen, located at that address as its Registered Agent.

By: 

Michael M. Cabot
Incorporator

Having been named Registered Agent for the above-referenced Corporation at the above-designated Registered Office, the undersigned hereby accepts said appointment, and states that he is familiar with and accepts the obligations of a registered agent under Florida law and agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, relative to keeping open the registered office.



David M. Halpen
Registered Agent

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