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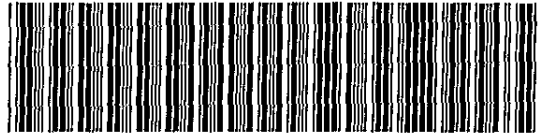
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TALLAHASSEE, FLORIDA

1/1/13

John Hugh Shannon

a professional association
Attorneys and Counsellors at Law

John Hugh Shannon
Civil Trial Board Certified
Workers' Compensation Board Certified

January 7, 2003

5300 South Florida Avenue
Suite E-1
Lakeland, Florida 33813-2519
(863) 619-7464

Eglis

Attn:

Facsimile Copy:
(863) 619-8276

johnhugh@johnhughshannon.com

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: MSERCare, Inc.
Filing of Articles of Incorporation

Dear Sir/Madam:

Enclosed herewith are the following:

1. Articles of Incorporation for MSERCare, Inc., for filing;
2. Our check no. 14236 in the amount of \$78.75.

The amount provided is for the following:

1. Filing Fees;
2. Resident Agent Designation;
3. Certified Copy of the Certificate of Incorporation.

On behalf of Dr. Moses and myself, we appreciate your assistance.

Very truly yours,

John Hugh Shannon

JHS:en

cc: Dr. Fred M. Moses
Dr. Chuck E. Shaffer

Enclosures

**ARTICLES OF INCORPORATION
OF
MSERCARE, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, as time to time amended, modified and changed, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME OF THE CORPORATION**

The name of the corporation is **MSERCare, Inc.**

**ARTICLE TWO
COMMENCEMENT AND DURATION OF THE CORPORATION**

The duration of the corporation is perpetual, unless otherwise provide by law. The Corporate existence shall commence as of the date and time of filing of these Articles of Incorporation with the Department of State of the State of Florida, and continue thereafter as herein provided.

**ARTICLE THREE
PURPOSE OF THE CORPORATION**

The general purposes for which the corporation is organized are as follows:

A. To engage in any and all lawful business including but not limited to the business of medical services, emergency medical services, and urgent care medical services.

B. To transact any and all other lawful business for which corporations may be incorporated under the Florida General Corporation Act and engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

C. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR
CAPITALIZATION/CAPITAL STOCK OF THE CORPORATION**

The aggregate number of shares which the corporation is

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authorized to issue is 1,000 shares. All such shares shall be of a single class and shall have a par value of One and No/100 Dollars (\$1.00) per share.

ARTICLE FIVE

PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she/it owns and is the holder, shall have the right to purchase his/hers/its pro rata share as nearly as practicable without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE SIX

PRINCIPLE PLACE OF BUSINESS OF THE CORPORATION

The street address of the principle place of business of the corporation is:

Address:

469 Blue Sky Drive
Wytheville, Virginia 24382

ARTICLE SEVEN

INITIAL REGISTERED OFFICE OF THE CORPORATION

The street address of the initial registered office of the corporation is:

Address:

5300 South Florida Avenue
Suite E-1
Lakeland, Florida 33813

ARTICLE EIGHT

INITIAL DIRECTORS OF THE CORPORATION

The number of directors constituting the initial board of directors of the corporation is two (2). The name(s) and address(es) of each person who is to serve as a member of the initial board of directors is(are):

Name(s) and Address(es):

Frederick M. Moses
469 Blue Sky Drive
Wytheville, Virginia 24382

Charles E. Shaffer
3285 Country Meadows Drive
Christiansburg, Virginia 24073

ARTICLE NINE
INITIAL REGISTERED AGENT OF THE CORPORATION

The street address of the initial registered agent of the corporation is:

Name and Address:
John Hugh Shannon, Esquire
5300 South Florida Avenue
Suite E-1
Lakeland, Florida 33813

ARTICLE TEN
INCORPORATORS OF THE CORPORATION

The name(s) and address(es) of each incorporator is:

Name(s) and Address(es):
Frederick M. Moses
469 Blue Sky Drive
Wytheville, Virginia 24382

Charles E. Shaffer
3285 Country Meadows Drive
Christiansburg, Virginia 24073

ARTICLE ELEVEN
BY-LAWS OF THE CORPORATION

The power to adopt, alter, change, amend, modify or repeal any of the bylaws of this corporation, shall be vested in the stockholders.

ARTICLE TWELVE
STOCK RESTRICTION

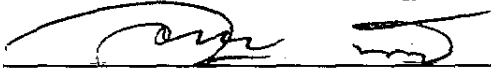
The initial incorporator(s) agree and concur, that no stock will be sold or otherwise hypothecated in any form whatsoever, either by conveyance, security as collateral for any loan, or operation of law, without such stock first being made available to the corporation for redemption or to the other stockholder(s) at the book value of such stock, and no stockholder has the right to directly or indirectly hypothecated his/her/its stock without complying with the within procedure.


ARTICLE THIRTEEN
AMENDMENT TO THE ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provision(s) contained in these Articles, any amendment to them, or any right conferred upon the stockholders, pursuant to the

provision(s) contained in the By-Laws of the Corporation.

IN WITNESS WHEREOF, We have executed these Articles of
Incorporation at Wayhatch, Virginia, this
date of 11/5/02.


Frederick M. Moses, Incorporator


Charles E. Shaffer, Incorporator

STATE OF VIRGINIA
COUNTY OF Wythe

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid, Frederick M. Moses, who [☒] is/are personally known to me, or who [] has/ve produced his/her [] Virginia Driver's License, or []

_____, as picture identification, and who [☒] did [] did not take an oath, this date of Nov 8 2002.



Misty D. Lewis-Hall
Notary Public, State of Virginia,
at large

Misty D. Lewis-Hall
Print Name

Commission No:
Commission Expiration:

STATE OF VIRGINIA
COUNTY OF Wythe

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid, Charles E. Shaffer, who [☒] is/are personally known to me, or who [] has/ve produced his/her [☒] Virginia Driver's License, or []

_____, as picture identification, and who [☒] did [] did not take an oath, this date of Nov 8/2002.



Misty D. Lewis-Hall
Notary Public, State of Virginia,
at large

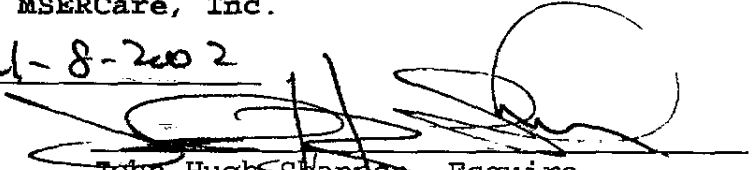
Misty D. Lewis-Hall
Print Name

Commission No:
Commission Expiration: May 31, 2004

ACCEPTANCE AS RESIDENT AGENT

PURSUANT to the provisions of Chapter 607, Florida Statutes,
I, John Hugh Shannon, Esquire, accept the position as Resident
Agent of the corporation, MSERCare, Inc.

DATED this date of 4-8-2002


John Hugh Shannon, Esquire
Resident Agent

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