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Division of Corporations

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850)385-6735  
Fax Number : (954)641-4192

**DOMESTICATION**

**ER URGENT CARE LAS VEGAS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$128.75

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CERTIFICATE OF DOMESTICATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned JERRY MILLER PRESIDENT  
(Name) (Title)

of ER URGENT CARE LAS VEGAS, INC. a foreign corporation.  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was 3/30/2003.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was STATE OF NEVADA.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was ER URGENT CARE LAS VEGAS, INC..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is ER URGENT CARE LAS VEGAS, INC..
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was STATE OF NEVADA.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am PRESIDENT of ER URGENT CARE LAS VEGAS, INC.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 20 day of AUGUST, 2003.

JERRY MILLER, PRESIDENT / SIGNED  
(Authorized Signature) BY ATTORNEY IN FACT,  
CHARLES L. NEUSTADT

Filing Fee:

Certificate of Domestication  
Articles of Incorporation and Certified Copy  
Total to domesticate and file

\$50.00  
~~\$78.75~~  
\$128.75

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is ER Urgent Care Las Vegas, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:  
850 Ives Dairy Road  
N. Miami Beach, Florida 33179

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000,000 shares of \$.01 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

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#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Jerry Miller -Pres  
850 Ives Dairy Road  
N. Miami Beach, Florida 33179

#### ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation  
3732 N.W. 16th Street  
Fort Lauderdale, Florida 33311

#### ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: August 20, 2003

Filings, Inc.  
by Teresa Roman, Vice-President

Teresa Roman  
Incorporator

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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes the following is submitted:

First that ER Urgent Care Las Vegas, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: August 20, 2003

Teresa Roman  
Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 20, 2003

Filings, Inc.  
by Teresa Roman, Vice-President

Teresa Roman

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