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ATLANTIC

CORPORATION(S) NAME

Intermed Health Centers, Inc.



Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

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☐ Photo Copies

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ARTICLES OF INCORPORATION
OF
INTERMED HEALTHCARE CENTERS, INC

FILED
03 OCT 28 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be: Intermed Healthcare Centers, Inc.

ARTICLE II

ADDRESS

The mailing address of this corporation shall be: 1103 Little Harbor Drive, Deerfield Beach, Florida 33441

ARTICLE III

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To buy, sell, deal in, hold, and operate Urgent Care Walk-in Health Centers, and related services and products.

(b) To buy, sell, deal in, hold, and operate Internet sites for purposes of marketing medical supplies and other products.

(c) To borrow money and issue evidence of indebtedness in furtherance of any and all of the objects of its business; to secure the same by mortgage, deeds of trust, pledge or other lien, or the assumption thereof.

(d) To enter into, perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the purposes of the corporation.

(e) To engage in any activity or business lawful under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is 100 shares of common stock, having a nominal or par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than par value.

ARTICLE V

TERM

This corporation shall have a perpetual existence.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be JAMES S. LOBEL and the Registered Office shall be located at 1103 LITTLE HARBOR DRIVE, DEERFIELD BEACH, FLORIDA 33441 or other such person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one (1) nor more than (5) directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

James S. Lobel

1103 Little Harbor Drive
Deerfield Beach, Florida 33441

Diane C Harvey

1103 Little Harbor Drive
Deerfield Beach, Florida 33441

ARTICLE VIII

SUBSCRIBERS

The name and street address of the subscriber to the Articles of Incorporation is:
James S. Lobel, 1103 Little Harbor Drive, Deerfield Beach, Florida 33441

ARTICLE IX

SPECIAL PROVISIO

Any action taken by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved the action taken at such meeting.

When not prohibited by law, Any action taken by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or by the By-laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or another governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or whatever a greater vote is required by law, or in the By-laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or whatever a greater vote is required by law, or in the By-laws, by that vote.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party or in which he/she may become involved by reason of, his/her being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

PREEMPTIVE RIGHTS

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 already holds, 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 XII

TELEPHONE MEETING AUTHORIZATION

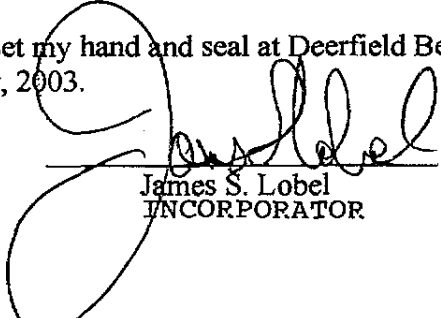
Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Deerfield Beach, Broward County Florida this 24th day of October, 2003.


James S. Lobel
INCORPORATOR

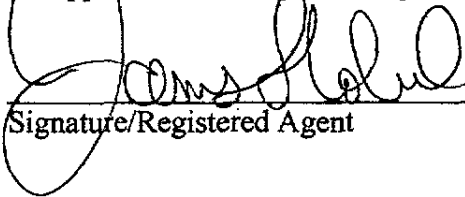
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING RESIDENT
AGENT UPON WHICH PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that INTERMED HEALTHCARE CENTERS, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation at 1103 LITTLE HARBOR DRIVE, DEERFIELD BEACH, FLORIDA 33441 has named JAMES S. LOBEL, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

Date 10/24/03

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