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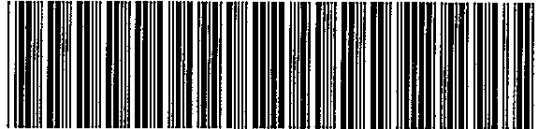
(Business Entity Name)

(Document Number)

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*added, signed*  
*PD 3000/4603*

*Ps 3/31/04*



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 16, 2004

CORPWELL SYSTEMS, INC.  
ATTN: PAMELA BRENNAN  
7040 W PALMETTO PARK RD #4198  
BOCA RATON, FL 33433

SUBJECT: CORPWELL SYSTEMS, INC.  
Ref. Number: P03000146073

We have received your document for CORPWELL SYSTEMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Correction must be filed within 30 days of the date that the original document was filed.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith  
Document Specialist

Letter Number: 104A00015227

## TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: CORPWELL SYSTEMS, INC.  
(Name of Corporation)

DOCUMENT NUMBER: P03000146073

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

PAMELA BRENNAN  
(Name of Person)

CORPWELL SYSTEMS, INC.  
(Name of Firm/Company)

7040 W. PALMETTO PARK ROAD, #4198  
(Address)

BOCA RATON, FL 33433  
(City/State and Zip Code)

For further information concerning this matter, please call:

Pamela Brennan  
(Name of Person)

at ( 561 ) 338-0154  
(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certified Copy

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

FILED

04 MAR 26 AM 11:07

CLERK OF STATE  
ALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

Corpswell Systems, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P03000146073

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

N/A

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

see attached

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

see Article V, section 1, page 3

The date of each amendment(s) adoption: 1/1/04

Effective date if applicable: 1/1/04  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by  
\_\_\_\_\_  
(voting group)"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21 day of March, 2004.

Signature Pamela Brennan  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

PAMELA BRENNAN  
(Typed or printed name of person signing)

PRESIDENT / CEO  
(Title of person signing)

AMENDED

**ARTICLES OF INCORPORATION**

**OF**

**CORPWELL SYSTEMS, INC.**

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida General Corporation Act as amended, executes the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is CORPWELL SYSTEMS, INC.

**ARTICLE II**

**PURPOSES AND POWERS**

1. To provide or broker risk management, business and health care consulting services; engage in the marketing of these services and the sale of related equipment, materials and supplies. It is not the purpose of the corporation to actually provide health care treatment to individuals.
2. To engage in agricultural, commercial, industrial, manufacturing, real estate, sales and services enterprises to the extent permitted under state, national and international law.
3. To develop real estate; to manufacture, buy, sell, lease, deal in and deal with materials, machinery or goods of every kind and description and articles of every nature and to carry on a general wholesale and retail merchandise business.
4. To acquire (by purchase, exchange, lease, hire or otherwise), hold mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.
5. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate as lease as lessee, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.
6. To act in any state in which the corporation is qualified to do business, as agent or representative for any individual, association, corporation or legal entity, respecting business which the Corporation is authorized to transact.

7. To enter into, make, perform and carry out, or cancel and rescind contracts for any lawful purposes to its business.
8. To acquire (by purchase, lease, hire or otherwise), all or any part of the good will, rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has power to conduct; to pay for the same in cash or stocks, bonds or other obligations of the Corporation or otherwise to hold, utilize and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association or corporation, and conduct in any lawful manner the whole or any part of the business thus acquired.
9. To enter into any lawful arrangement for the sharing of profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation.
10. To purchase its own shares as permitted by law.
11. To acquire (by purchase, exchange, lease, hire, or otherwise), hold, sell, transfer, reissue or cancel the shares of its own capital stock or any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted by law except that shares of its own capital stock beneficially owned by the Corporation shall not be voted directly or indirectly.
12. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with shares or other interests in or obligations of other individuals, for whatever purpose or purposes formed or operating or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or any instrumentality hereof.
13. Subject to the limitations or restrictions imposed by law or by these Articles of Incorporation, to have and exercise all the general rights, privileges and powers as specified in or permitted under the Florida General Corporation Act.
14. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental hereto or connected therewith, which is not forbidden by the laws of the state of Florida or by the Articles of Incorporation.

15. The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference or inference from the terms of any other section, each of such sections being regarded as creating independent powers and purposes. The enumerations shall not be construed as limiting or restricting in any manner either the meaning or general terms used in any of the sections or the scope of the general powers of the corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature.
16. The Corporation shall not, however, carry on in any state, territory, district, possession or country any business, or exercise any powers, which a corporation organized under the laws thereof could not carry on or exercise.

### **ARTICLE III**

#### **PERIOD OF EXISTENCE**

The period during with the Corporation shall continue is perpetual.

### **ARTICLE IV**

#### **REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office in Florida is 7040 West Palmetto Park Road, #4198, Boca Raton, Florida 33433 and the name of the registered agent at that office is Pamela Brennan.

### **ARTICLE V**

#### **TERMS OF SHARES**

1. The total number of shares which the corporation has to issue is One Hundred Thousand (100,000) shares.
2. All shares shall be without par value and shall be designated as common stock and shall be entitled to receive the net assets of Corporation upon dissolution.
3. Each share shall be entitled to one vote on all matters.
4. Shares may be issued in (1) or more series of the same class, each such series to have relative rights, preferences, limitations or restrictions, and bear such designations as shall be determined and stated by the Board of Directors prior to the issuance of any shares of such series. The Board of Directors is hereby expressly vested with the authority to make such determination by the resolution of the Board.

5. Cumulative voting in the election of directors shall not be permitted.
6. The holder of shares of the corporation shall have pre-emptive rights to purchase additional shares of the Corporation in proportion to the number of shares held by such shareholder to the total number of shares issued and outstanding.
7. The dividends or distributions to be declared and paid upon outstanding shares at the discretion of the Board of Directors, from time to time, as permitted by law.
8. Stock dividends may be declared and paid out of any treasury shares that have been reacquired.
9. Dividends may be declared and paid in the Corporation's own, but unissued shares.
10. No stock in the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have first been offered by a writing for sale of the Corporation, and if the Corporation declines, to each of the other stockholders of the Corporation at the same prices and on the same terms as would govern a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by certified mail to the Corporation or each stockholder at the address listed on the Corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until the Corporation and all existing stockholders refuse the offer made as provided above or they fail for a period of thirty (30) days after receipt of the written offer to accept the same by compliance with the terms therein set forth. By written agreement, the holders of all outstanding shares of the corporation may impose additional restrictions upon the transfer of corporate shares, either during the life of a stockbroker or at his death. Such agreement may prescribe the formalities and procedures to be followed in effecting such transfer.

## **ARTICLE V**

### **REQUIREMENTS PRIOR TO DOING BUSINESS**

The corporation will not commence business until consideration of the value of at least Five Thousand Dollars (\$5,000) has been received for the issuance of shares.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

- Section 1. Number. The initial Board of Directors is composed of one member. The number of directors shall be specified from time to time, by the By-Laws of the Corporation. In the absence of a By-Law fixing the number of directors, the number shall be the number specified for the initial Board of Directors.

**ARTICLES OF INCORPORATION**  
**Corpwell Systems, Inc.**

Section 2. Names and Post Office Addresses of the Directors. The name and post office addresses of the initial Board of Directors are:

Pamela Brennan  
7040 West Palmetto Park Road, #4198  
Boca Raton, Florida 33433

Section 3. Director or Purpose and Exercise of Powers. The Board of Directors, subject to any specific limitations or restrictions imposed by the Florida General Corporations Act or these Articles of Incorporation, shall direct the carrying out of the purpose and exercise of powers of the Corporation with previous authorization or subsequent approval by the shareholders of the Corporation.

## **ARTICLE VIII**

### **PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT AND AFFAIRS OF CORPORATION**

Section 1. The Board of Directors of the Corporation shall have power, with the assent or vote of the shareholders, to make, alter, amend, or repeal the Code of By-Laws of the Corporation, by the affirmative vote of a majority of members of the Board of Directors, for the time being, shall be necessary to make such Code of to effect any alteration, amendment or repeal thereof. All provisions for the regulation of the Corporation shall be stated in the By-Laws.

Section 2. Meetings of the shareholders of the Corporation shall be held at such place, within or without the State of Florida, as may be specified in the respective notices, or waiver of notice, thereof. Any action which may be taken at a meeting of the shareholders may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the shareholders.

Section 3. Meetings of the directors of the Corporation shall be held at any place, within or without the State of Florida, as may be specified in the respective notices or waivers of notice, thereof. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, prior to such action, a written consent is filed with the minutes of proceedings of the board or committee.

- Section 4. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and corporation, partnership, or association of which one or more of the Board of Directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of Director of Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nonetheless, authorize, approve or ratify such contract or transaction, by a vote or a majority of the disinterested Directors present, notwithstanding the fact that such majority may not constitute a quorum, a majority of the Board of Directors present at the meeting at which the contract or transaction is considered. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law thereto.
- Section 5. The Corporation reserves the right to alter, amend or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the provision of the Florida General Corporation Act or any other enactment of the Florida General Assembly; and all rights and powers conferred hereby on the shareholders, directors and officers of the Corporation are subject to such reserved right.
- Section 6. The Board of Directors of this Corporation may, at its discretion, indemnify any or all of its directors or officers or former directors or officers of the Corporation, or any person who may have served at the Corporation's request as the director or officer of another corporation in which the Corporation owns shares of capital stock or of which it is a creditor, against expense actually and reasonably incurred by him in connection with the defense of any action, suit or proceedings, civil or criminal, in which he is made a party by reason of being or having been director or officer, except in relation to matters which shall be adjudged in such action, suit or proceedings liable for negligence or misconduct in the performance of duty.
- Section 7. At a meeting of shareholders called expressly for that purpose, directors may be removed in the manner provided in this section. Any or all of members of the Board of Directors may be removed with or without cause, by a vote of the holders of a majority of shares then entitled to vote at an election of directors.

**ARTICLE IX**

**INCORPORATORS**

The name(s) and post office addresses of the incorporator (s) of the Corporation is (are):

Pamela Brennan  
7040 West Palmetto Park Road, #4198  
Boca Raton, Florida 33433

**THIS DOCUMENT MUST BE SIGNED BY ALL INCORPORATORS.**

Pamela Brennan  
**Pamela Brennan**  
President/CEO

2/25/04  
Date

**THIS INSTRUMENT PREPARED BY:**

Pamela Brennan  
7040 West Palmetto Park Road, #4198  
Boca Raton, Florida 33433