

# PD5000027549

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

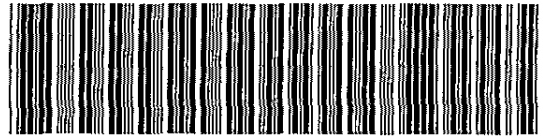
Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

D. WHITE FEB 23 2005



300046429863

02/14/05--01020--005 \*\*87.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 FEB 14 P 2:36

FILED

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: PROVIDER MEDIA, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: JOHN E. WOOTTON, ESQ.  
Name (Printed or typed)

147 WEST ELECTION RD., SUITE 200  
Address

DRAPER, UT 84020  
City, State & Zip

801-456-3854  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION **FILED**  
OF  
PROVIDER MEDIA, INC.

2005 FEB 14 P 2:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a natural person of the age of eighteen (18) years or more and desiring to form a body corporate under the Florida Business Corporation Act (the "Act"), does hereby sign, verify and deliver in duplicate to the State of Florida these Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the Corporation is: PROVIDER MEDIA, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The address of the Corporation's initial principal place of business and mailing address is: 265 South Federal Highway, #179, Deerfield Beach, FL 33441.

**ARTICLE III**  
**PURPOSES**

The purposes for which the Corporation are organized are as follows:

- (a) To engage in all lawful business; and
- (b) To have, enjoy and exercise all of the rights, powers and privileges conferred upon corporations incorporated pursuant to Florida law, whether now or hereafter in effect and whether or not herein specifically mentioned.

The foregoing enumeration of purposes and powers shall not limit or restrict in any manner the transaction of other business, the pursuit of other purposes, or the exercise of other and further rights and powers that may now or hereafter be permitted or provided by law.

**ARTICLE IV**  
**SHARES**

**Section 1. Authorized Capital.** The Corporation is authorized to issue one class of stock to be designated Common Stock ("Common Stock"). The total number of shares of Common Stock that the Corporation shall have authority to issue is one hundred thousand (100,000). The Common Stock shall have a par value of \$0.001.

**Section 2. Common Stock.** The holders of the Common Stock shall be entitled to one vote for each share of Common Stock held by them of record at the time for determining the holders thereof entitled to vote.

**Section 3. Assessment and Consideration.** The capital stock, after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the Corporation.

Any stock of the Corporation may be issued for money, property, services rendered, labor done, cash advances for the Corporation, or for any other assets of value in accordance with the action of the

Board of Directors, whose judgment as to value received in return therefor shall be conclusive and, upon the receipt of said consideration, when issued shall be fully paid and nonassessable shares.

**ARTICLE V**  
**INITIAL BOARD OF DIRECTORS AND INITIAL OFFICERS**

**Section 1. Initial Board of Directors.** The initial board of directors of the Corporation shall consist of not less than 1 and not more than 9 members. The names of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Steven O'Neal	142 Brechlin Dr. Middletown, CT 06457

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors.

**Section 2. Initial Officers.** The initial officers of PROVIDER MEDIA, INC. shall be:

Steven O'Neal	142 Brechlin Dr. Middletown, CT 06457	President
---------------	--	-----------

All other officers shall be designated by a vote of the shareholders according to the bylaws.

**ARTICLE VI**  
**REGISTERED AGENT**

The name and Florida address of the Corporation's initial registered agent is:

Barry Donovan	1629 Riverview Rd., #619 Deerfield Beach, FL 33441
---------------	---

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is:

John E. Wootton, Esq.	147 West Election Rd., Suite 200 Draper, UT 84020
-----------------------	--

**ARTICLE VIII**  
**PERIOD OF DURATION**

This Corporation shall exist in perpetuity, from and after the date of filing these Articles of Incorporation unless dissolved according to law.

**ARTICLE IX**  
**QUORUM FOR SHAREHOLDERS' MEETINGS**

Unless otherwise provided in the bylaws, fifty-one percent (51%) of the outstanding shares shall constitute a quorum at any meeting of shareholders.

**ARTICLE X**  
**CUMULATIVE VOTING**

Cumulative voting shall not be permitted in the election of directors.

**ARTICLE XI**  
**PREEMPTIVE RIGHTS**

No holder of any shares of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any unissued shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation or securities convertible into shares or carrying stock purchase warrants or privileges.

**ARTICLE XII**  
**LIMITATION ON DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in the Act; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation under this Article X, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article X, prior to such repeal or modification.

**ARTICLE XIII**  
**INDEMNIFICATION**

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees and costs of litigation) incurred by reason of the fact that he is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner, member, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan.

The Corporation shall also indemnify any person who its serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.

**ARTICLE XIV  
INTERESTED CONTRACTS****FILED**

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be void or voidable solely for this reason, or solely because such directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transactions or solely because their votes are counted for such purpose if (i) the material facts of such relationship or interest and as to the contract or transaction are disclosed or known to the Board of Directors or committee, and the Board of Directors or the committee in good faith authorizes the contract or transaction by the affirmative voters of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (ii) the material facts of such relationship or interest and as to the contract or transaction are disclosed or known to the shareholders entitled to vote, and the contract or transaction is specifically approved in good faith by the vote of the shareholders; or (iii) the contract or transaction is fair and reasonable to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XV  
RESERVATION**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or thereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**ARTICLE XVI  
EFFECTIVE DATE AND TIME**

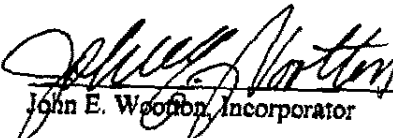
These Articles of Incorporation shall become effective upon filing.

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.

  
Barry Donovan, Registered Agent

Feb 7, 2005  
Date

That I am the incorporator herein; that I have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of my knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters I believe to be true.

  
John E. Woodson, Incorporator

FEB. 7, 2005  
Date