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

From: Account Name : W. MORGAN SPEER, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

Tropical Medical Management Services, Inc.

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**ARTICLES OF INCORPORATION
OF
TROPICAL MEDICAL MANAGEMENT SERVICES, INC.**

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
Name**

The name of the corporation shall be TROPICAL MEDICAL MANAGEMENT SERVICES, INC. (the "Corporation"). The mailing address of the Corporation is 13860-38 Wellington Trace, Suite 246, Wellington, Florida 33414 and the street address of the Corporation's initial principal office shall be 1891 Corsica Drive, Wellington, Florida 33414.

**ARTICLE II
Purpose and Powers**

This Corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as such laws may be amended from time to time. This Corporation shall have and exercise any and all power that corporations have and may exercise under the laws of the state of Florida, specifically including the provisions of Section 607.0302, Florida Statutes, as amended from time to time, except such powers as are inconsistent with the express provisions of these Articles of Incorporation or the By-Laws of the Corporation.

**ARTICLE III
Authorized Shares**

A. The total number of shares that the Corporation is authorized to issue and have outstanding at any given time is One Thousand Shares (1,000) shares of common

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stock. No preferences, qualifications, limitations, restrictions (except transfer restrictions which may be applicable to all shares), or special rights, other than those provided by law, shall exist with respect to any of the shares of the Corporation or any of the holders of such shares.

B. The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than the permitted numbers of shareholders allowed under 26 U.S.C.A. §1361 (or its successor section) for those corporations qualifying as a small business corporation (Subchapter S-Corporation). The Corporation may not issue any shares of stock to any shareholder which is not qualified to hold such shares in a corporation qualifying as a small business corporation (Subchapter S-Corporation) under 26 U.S.C.A. §1361.

C. Except in the case of shares issued by the incorporator, prior to the election of initial directors, which do not require the approval of the shareholders, at any time and from time to time when authorized by resolution of the board of directors and subject to the approval of a majority of the shareholders, the Corporation may issue or sell any shares of its capital stock, whether out of the unissued shares authorized by the Articles of Incorporation of the Corporation as originally filed or by any amendment of the Articles of Incorporation, or out of shares of its stock acquired after the issue. The Corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the Corporation including cash, promissory notes, services performed, promises to perform services evidenced by a written contract. In the absence of actual fraud in the transaction, the determination of the directors of the Corporation as to the adequacy of the consideration received or to be received for shares

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shall be conclusive. All stock, when issued, shall be fully paid, and non-assessable.

ARTICLE IV

Annual Distribution Related to S-Corporation Status

At least annually, following the close of each fiscal year, the Corporation shall distribute to the shareholders, pro rata as their interests may appear, an amount in cash equal to that certain percent of the sum of (i) the net ordinary income or loss plus (ii) the net capital gain or loss recognized by the Corporation during the preceding fiscal year, as shall be determined by two-thirds (2/3rds) of the holders of the issued and outstanding shares of the Corporation. These distributions shall be made only on or before March 15 of the year following the fiscal year for which the distributions are being made. The Corporation may make interim distributions on the basis of the estimated income to be recognized by the Corporation during the fiscal year at any time or times during the fiscal year as the shareholders holding a majority of the issued and outstanding shares shall agree to be appropriate. All of the distributions to shareholders shall be made only out of the income and surplus legally available and to the extent otherwise permitted by law.

ARTICLE V

Term of Existence

The term of existence of this Corporation is perpetual.

ARTICLE VI

Incorporator

The name and address of the incorporator is:

W. Morgan Speer
1800 Australian Avenue South, Suite 100
West Palm Beach, Florida 33409

ARTICLE VII

Initial Registered Office

The street address of the Corporation's initial registered office and name of its initial registered agent at such address is as follows:

W. Morgan Speer
W. Morgan Speer, P.A.
1800 Australian Avenue South, Suite 100
West Palm Beach, Florida 33409

ARTICLE VIII

Amendments

These Articles of Incorporation may be amended by resolution of the Board of Directors, who shall recommend the proposed amendment or amendments to the shareholders and which shall be approved by the holders of a majority of the shares outstanding at a regular or special meeting of shareholders or by written consent thereof.

WITNESS the hand and seal of the said Incorporator this 15 day of July, 2005.

W. Morgan Speer

W. Morgan Speer, Incorporator

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

TROPICAL MEDICAL MANAGEMENT SERVICES, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: TROPICAL MEDICAL MANAGEMENT SERVICES, INC. organized under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named W. Morgan Speer, Attorney at Law, located at 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated Corporation, at a place designated in this certificate, I am familiar with the requirements of acting as registered agent, and hereby accept the appointment to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

W. Morgan Speer, P.A.

By: W. Morgan Speer
Its: President

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