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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/15/06

HENRY, BUCHANAN, HUDSON, SUBER & CARTER, P.A.

ATTORNEYS AT LAW

ESTABLISHED 1974

2508 BARRINGTON CIRCLE
TALLAHASSEE, FLORIDA 32308

BRYAN W. HENRY (1925-1986)

JOHN D. BUCHANAN, JR.

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August 11, 2006

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Valens Corporation of North America

To Whom It May Concern:

Enclosed are an original and one copy of the articles of incorporation for Valens Corporation of North America, as well as a check in the amount of **\$87.50**, to cover the filing fee, the fee for a certified copy of the articles and a certificate of status. A stamped, self-addressed envelope is provided for your use in returning the certified copy and the certificate of status to me.

Thank you for your assistance in this matter.

Sincerely,

HENRY, BUCHANAN, HUDSON,
SUBER & CARTER, P.A.


J. STEVEN CARTER
For the Firm

cc: Mr. Dean Watson

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VALENS CORPORATION OF NORTH AMERICA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing and forming a business corporation under the Florida Business Corporation Act.

ARTICLE I - NAME

The name of the corporation ("Corporation") is **Valens Corporation of North America**.

ARTICLE II - PURPOSE

The Corporation shall have perpetual existence. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Laws of the State of Florida, including but not limited to the business of medical research delivery, hospitalist program consultation and creation, hospital administration and pharmacy consultation.

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

ARTICLE III - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 2857 Royal Isle Drive, Tallahassee, Florida 32312.

ARTICLE IV - SHARES

The number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Shareholders of the Corporation shall have a preemptive right to acquire proportional amounts of the corporation's unissued or treasury shares on the decision of the corporation's board of directors to issue the shares. The preemptive rights granted to the shareholders are subject to terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the preemptive right.

ARTICLE V - INITIAL REGISTERED AGENT

The initial street address of the Corporation's registered office is 2857 Royal Isle Drive, Tallahassee, Florida 32312. The initial registered agent for the Corporation at that address is Dean Watson, M.D.

ARTICLE VI - INCORPORATOR

The names and street addresses of the person signing these Articles of Incorporation are:

Name

Address

Dean Watson, M.D.

2857 Royal Isle Drive
Tallahassee, Florida 32312

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of August, 2006.


Name: DEAN WATSON, M.D.

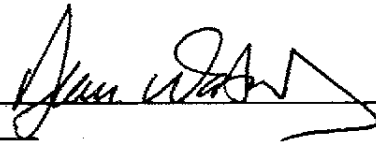
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ACCEPTANCE OF REGISTERED AGENT

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

Date: _____

8/9/06



DEAN WATSON, M.D.
2857 Royal Isle Drive
Tallahassee, Florida 32312

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TALLAHASSEE, FLORIDA