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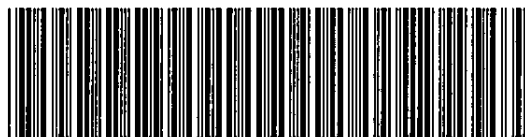
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06 DEC 26 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/27/06
JH

TRANSMITTAL LETTER

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

SUBJECT: E.S.P. CASE MANAGEMENT PROFESSIONALS, INC.
(Proposed Corporate Name - must include suffix)

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

<u> </u> \$70.00	<u> X </u> \$78.75	<u> </u> \$122.50	<u> </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee, Certified Copy	Filing Fee, Certified Copy, & Certificate

FROM: E.S.P. CASE MANAGEMENT PROFESSIONALS, INC.
NAME (PRINTED OR TYPED)

2090 S. NOVA ROAD #AA-13
ADDRESS

SOUTH DAYTONA, FLORIDA 32119
CITY, STATE & ZIP CODE

(386) 871-4781
DAYTIME PHONE NUMBER

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

**ARTICLES OF INCORPORATION
OF
E.S.P. CASE MANAGEMENT PROFESSIONALS, INC.**

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06 DEC 26 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being of full age, sui juris and citizens of the United States, hereby file these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be E.S.P. CASE MANAGEMENT PROFESSIONALS, INC.

ARTICLE II

The date this corporation is to be effective is JANUARY 1, 2007.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, but is primarily designed to engage in health care case management.

ARTICLE IV

The total authorized capital stock of this corporation shall be 1000 shares of common stock of par value of \$1.00 per share. Said stock shall be paid for in cash or property, labor or services at a just valuation to be fixed by the incorporator in the manner provided by statutes, and the stock shall be issued in accordance with such valuation. The capital stock shall be Section 1244 stock.

ARTICLE V

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII

In the event that either stockholder should die or wish to terminate ownership in the corporation, the Corporation shall have the right of first refusal to purchase that stockholder's outstanding stock.

ARTICLE VIII

The principal place of business and general office of this corporation shall be at 2090 S. Nova Road #AA-13, South Daytona, Florida, 32119, but it may maintain offices and transact business at such other places, either within or without the State of Florida, as the Board of Directors may from time to time provide by resolution. The registered agent for the corporation shall be Bruce F. Gibson, whose business office is located at 2090 S. Nova Road #AA-13, South Daytona, Florida, 32119, which office is hereby designated as the registered office of the corporation.

ARTICLE IV

The business of the corporation shall be conducted by a president, a vice-president, a secretary and treasurer, and a board of directors not less than the minimum required by law, or more than five. All stockholders shall possess voting power. Each member of the board of directors shall be elected at the meeting of the shareholders and each of the above-designated officers shall be elected by the board of directors, and shall hold office until their successors are elected or appointed. The name and post office address of the first officers and directors of the corporation are:

President, Secretary:

Bruce F. Gibson
2090 S. Nova Road #AA-13
South Daytona, Florida 32119

Vice President, Treasurer:

Mary L. Fagaragan
2090 S. Nova Road #AA-13
South Daytona, Florida 32119

ARTICLE X

The highest amount of indebtedness to which this corporation may at any time subject itself shall be unlimited.

ARTICLE XI

The name and post office address of the incorporators of this corporation and the amount of stock subscribed for by them are as follows:

Bruce F. Gibson
2090 S. Nova Road #AA-13
South Daytona, Florida 32119

51 shares

Mary L. Fagaragan
2090 S. Nova Road #AA-13
South Daytona, Florida 32119

49 shares

IN WITNESS THEREOF, I have hereunto set my hand and seal to the foregoing Articles of Incorporation, and acknowledged this instrument to be filed in the office of the Secretary of State, State of Florida, this 21 day of December 2006.

Bruce F. Gibson

Name Signed

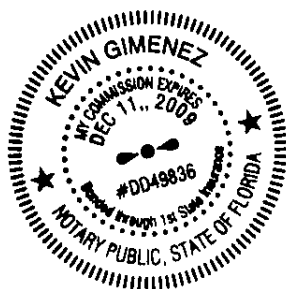
Bruce F. Gibson

Name Printed

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared _____ known to me to be the person described herein and who acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 21 day of December, 2006.



Kevin Gimenez

Notary Public

Kevin Gimenez

Notary Public Name Printed

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

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

E.S.P. CASE MANAGEMENT PROFESSIONALS, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in South Daytona, County of Volusia, State of Florida, has named Bruce F. Gibson, located at 2090 S. Nova Road #AA-13, 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 the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 21 day of December, 2006.

Accepted by Bruce F. Gibson

Bruce F. Gibson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA