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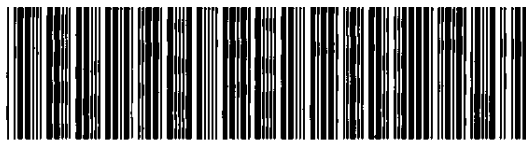
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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05/22/09--01013--015 \*\*78.75

09 MAY 22 AM 8:17

FILED

P16

## COVER LETTER

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

**SUBJECT:** MEDICAL COST MANAGEMENT, 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      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

**FROM:** Mark G. DiCowden  
Name (Printed or typed)

2785 NE 183rd Street, Suite 600  
Address

Aventura, FL 33160  
City, State & Zip

(305) 931-5260  
Daytime Telephone number

mgd@dicowdenlaw.com  
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION  
OF  
MEDICAL COST MANAGEMENT, INC.

09 MAY 22 AM 8:17  
FILED  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: MEDICAL COST MANAGEMENT, INC.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporations Act, and all amendments and supplements thereto, or any law enacted to take place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$.01 per share

ARTICLE IV

Address

The principal place of business and mailing address of the corporation is:

2800 Island Boulevard  
Suite 1601  
Aventura, Florida 33160

## ARTICLE V

### Registered Office and Agent

The street address of the corporation's initial registered office is:

2800 Island Boulevard  
Suite 1601  
Aventura, Florida 33160

The name of the initial registered agent at such office is:

Charles B. Radlauer, M.D., J.D.

## ARTICLE VI

### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of the Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

Incorporator

The name and address of the incorporator of the corporation is:

Charles B. Radlauer, M.D., J.D.  
2800 Island Boulevard  
Suite 1601  
Aventura, Florida 33160

ARTICLE VIII

Board of Directors

There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of MAY, 2009.

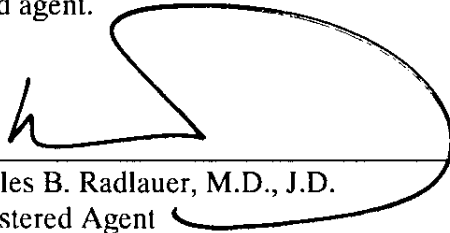


Charles B. Radlauer, M.D., J.D.

FILED  
MAY 22 2009  
MAY 8 17

ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT

Having been named as Registered Agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree 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 am familiar with and accept the obligations of my position as registered agent.

A large, stylized handwritten signature in black ink, consisting of a large loop and a horizontal stroke.

Charles B. Radlauer, M.D., J.D.  
Registered Agent

FILED  
09 MAY 22 AM 8:17  
JUL 17 2009