

# PHYSICIANS' ADVISORS, INC.

Financial Strategies for Healthcare Professionals

HARRIS L. KERKER  
THOMAS R. KOSKY  
Principals

December 7, 1994

P9500000012

8 00001359428  
2/21/94--01112--002  
\*\*\*122.50 \*\*\*122.50

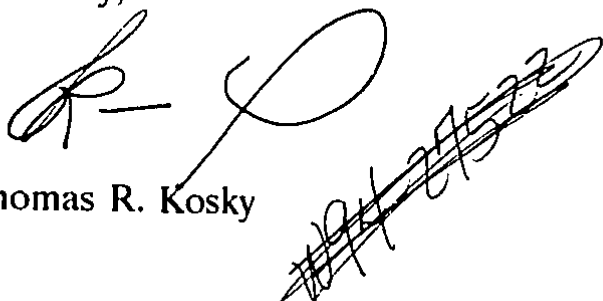
Enclosed is a check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation for **PHYSICIANS' PLANNING GROUP**.

In addition, I need to acquire an Employee Identification Number (EIN #). Please inform me as to where and how I may obtain that number.

If you have any questions concerning the above, you may reach me directly at (305) 666 - 5198 concerning such.

Thank you for your assistance in this matter.

Sincerely,



Thomas R. Kosky

TRK:hl

Enclosures

FILED  
95 JAN -3 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN - 3 1995

**ARTICLES OF INCORPORATION  
OF  
PHYSICIANS' PLANNING GROUP, INC.**

FILED  
95 JAN -3 AM 8 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract and hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is: **PHYSICIANS' PLANNING GROUP, INC.**

**ARTICLE II. NATURE OF THE BUSINESS**

The corporation shall have the unlimited power to engage in any business activity permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock the corporation shall have the authority to issue is one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE V. ADDRESS**

The initial address of this corporation in the State of Florida is: 7520 Red Road (S. W. 57th Avenue), Suite C, South Miami, Florida 33143.

The stockholders may from time to time move the principal office to any other address in Florida.

**ARTICLE VI. INCORPORATORS**

The names and addresses of the incorporators of these Articles of Incorporation and the initial officers of the corporation are:

**President:**

Harris L. Kerker  
9313 South Hampton Place  
Boca Raton, Florida  
33434

**Vice President:**

Juan L. Aldrich  
250 Leucadendra Drive  
Coral Gables, Florida  
33156

**Secretary & Treasurer:**

Thomas R. Kosky  
6331 S. W. 65th Avenue  
Miami, Florida  
33143

### ARTICLE VII. PREEMPTIVE RIGHT

Each stockholder of the corporation shall have the right to purchase, subscribe to, or receive a right(s) to purchase or subscribe to, at the par value thereof, a pro rata portion of:

- (i) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or
- (ii) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant(s) or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

### ARTICLE VIII. MANAGEMENT OF CORPORATION BY STOCKHOLDERS

The corporation shall have no Board of Directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the stockholders.

The purpose of the company of which the aforementioned individuals are stockholders shall be to conduct any business enterprises which the stockholders deem viable.

### ARTICLE IX. PERFORMANCE BY STOCKHOLDERS

Each stockholder shall apply all of his experience, training, and ability in discharging his assigned functions in the company and in the performance of all work that may be necessary or advantageous to promote the business interests of the stockholders.

The principal duties of the stockholders will be:

- (i) To engage primarily in the consulting area as it relates to: (1) the design and delivery of educational seminars to professionals engaged in the delivery of health care; (2) the design and implementation of business and personal financial related strategies, primarily for, but not exclusively limited to the physician marketplace; and (3) any other business enterprises or activity which the stockholders deem viable.
- (ii) Stockholders will divide equally among themselves the net profits generated from the company's operations.

### ARTICLE X. CONTRIBUTIONS

Stockholders shall contribute such capital as may be required from time to time to be used by the company for its business activities.

#### ARTICLE XI. BUSINESS EXPENSES

All expenses incurred by the company shall be paid from the capital and profits realized by the company. All losses incurred shall be paid out of the capital of the company or the profits arising from the company, or, if all the stockholders shall be deficient, by the stockholders on a pro rata basis, in proportion to their equity interest in the company.

#### ARTICLE XII. AUTHORITY

No stockholder shall purchase any goods, articles, services or enter into any contract which would be binding on the company exceeding the value of Five Hundred Dollars (\$500.00) without the prior consent, written and/or verbal, of the stockholders.

#### ARTICLE XIII. SEPARATE DEBTS

No stockholder shall enter into any bond or become surety, security, bail or cosigner for any person, partnership or corporation, or knowingly condone anything whereby the property of the corporation may be attached or taken in execution, without the prior written consent of the other stockholders. In addition, each stockholder shall punctually pay his separate debts and indemnify the other stockholders and the capital and property of the corporation against his or her separate debts and all expenses relating thereto.

#### ARTICLE XIV. BOOKS AND RECORDS

Books of accounts shall be maintained by the stockholders, and proper entries made therein of all sales, purchases, receipts, payments, transactions, and property of the corporation, and the books of accounts and all records of the corporation shall be retained at the principal place of business as specified herein. Each stockholder shall have free access at all times to all books and records maintained relative to the corporation.

#### ARTICLE XV. ACCOUNTING

Records of the corporation shall be maintained on a calendar year basis, and a general accounting shall be made and taken by the stockholders of all transactions of the corporation during the preceding year, and of all the property and liabilities of the corporation. The corporation will maintain an operating account in a Miami, Florida bank, and checks exceeding Five Hundred Dollars \$500.00 drawn on that account must be signed by any two of the three aforementioned incorporators.

#### ARTICLE XVI. ADVANCE DRAWS

There will be no advance draws by any of the stockholders.

#### ARTICLE XVII. SALARIES

Any form of remuneration to any of the stockholders will be as mutually agreed upon among said stockholders.

### ARTICLE XVIII. RELEASE OF DEBTS

No stockholder shall compound, release, or discharge any debt that shall be due or owing to the corporation, without receiving the full amount thereof, unless that stockholder obtains the prior written consent of the other stockholders to the discharge of the indebtedness.

### ARTICLE XIX. ADDITIONAL CONTRIBUTIONS

The stockholders shall not have to contribute any additional capital to the corporation in addition to that required as hereinabove set forth, except that they shall be required to make additional contributions if the records indicate any insufficiency in the capital account of the corporation to meet current expenses, unless the corporation mutually agrees upon a different manner of raising the additional capital required.

### ARTICLE XX. ARBITRATION

If any differences shall arise between or among the stockholders as to their rights or liabilities or under any instrument made in furtherance of the corporation, the differences shall be determined and the instrument shall be settled by arbitration pursuant to the American Rules of Arbitration of the American Arbitration Association.

### ARTICLE XXI. ADDITIONS, ALTERATIONS OR MODIFICATIONS

Where it shall appear to the stockholders that these Articles of Incorporation or any terms and conditions contained herein, are in any way ineffective or deficient, or not expressed as originally intended, and any alteration or addition shall be deemed necessary, the stockholders will enter into, execute, and perform all further amendments as their counsel shall advise. Any additions, alterations, or modifications shall be in writing, and no oral agreement shall be effective.

### ARTICLE XXII. VALUE

Wherever it is necessary to arrive at the value of the corporation or any interest therein, such valuation shall be at "FAIR MARKET VALUE" and determined as such by an independent business appraiser.

### ARTICLE XXIII. PAYMENT OF ESTATES TO DECEASED OR RETIRED STOCKHOLDERS

In the event of the death or retirement of any of the stockholders, the value of their respective interest shall be paid in five (5) equal annual installments with interest on the unpaid balance accruing at ten percent (10.00%) per annum included in said installments, with the first payment due one year following the retirement or death and a like payment on the same date each year thereafter until paid in full to the retired stockholder or designated beneficiary.

### ARTICLE XXIV. BINDING AGREEMENT

These Articles of Incorporation shall be binding upon and inure to the benefit of the heirs and personal representatives of the parties hereto.

#### ARTICLE XXV.

The stockholders agree that in the event that they may at any time determine that it is in their mutual best interest to sell the business, then and in such event they do hereby agree that the business shall be placed on the market for sale at its then reasonable market value upon such terms and conditions as they may reasonably determine. The parties further agree that the business shall be listed for sale with a business broker and they do hereby agree that they shall waive any commission which the broker might otherwise be entitled to in connection with said sale, so that the corporation shall not be responsible for any commission relating to the sale of the subject business.

#### ARTICLE XXVI. NON - COMPETE

Harris L. Kerker, Juan L. Aldrich and Thomas R. Kosky unconditionally agree that they will not, for a period of one (1) year subsequent to the execution of these Articles of Incorporation, enter into any agreement or contract, business or otherwise with any individuals, partnerships, corporations, etc., where said business affiliation is in direct competition or may result in such with the business of said corporation.

#### ARTICLE XXVII. CONFIDENTIALITY

Harris L. Kerker, Juan L. Aldrich and Thomas R. Kosky unconditionally agree that they will keep all business affairs, where such business affairs directly or indirectly are related to the business of said corporation, confidential.

#### ARTICLE XXVIII.

All notices, consents and other instruments hereunder shall be in writing and mailed by certified or registered mail, and shall be directed to the parties at their respective addresses as shown opposite their signature at the end of the Articles of Incorporation. Notice shall be effective on the date such are deposited in the United States Mail.

#### ARTICLE XXIX. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be: in writing; signed by the stockholder; sent by certified or registered mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within each period to make satisfactory arrangement for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may deem fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

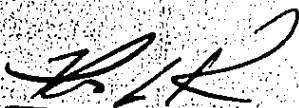
Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE XXX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

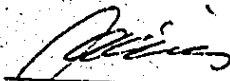
*IN WITNESS THEREOF,*

The incorporators of these Articles of Incorporation have hereunto set their hands and seals this First Day of January, 1995.



HARRIS L. KERKER  
President

9313 South Hampton Place  
Boca Raton, Florida  
33434



JUAN L. ALDRICH  
Vice President

250 Leucadendra Drive  
Coral Gables, Florida  
33156



THOMAS B. KOSKY  
Secretary & Treasurer

6331 S. W. 65th Avenue  
Miami, Florida  
33143

**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA**

**FILED**  
95 JAN -3 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*PHYSICIANS' PLANNING GROUP, INC.*, is qualified to do business under the laws of the State of Florida with its principal office located at 7520 Red Road, Suite C, Miami, Florida 33143, and appoints Thomas R. Kosky, 6331 S. W. 65th Avenue, Miami, Florida 33143 as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept to act in this capacity to comply with the provisions of Florida Statutes relative to keeping open said office.

By:



Thomas R. Kosky  
Secretary & Treasurer  
Physicians' Planning Group, Inc.



P9500000012

(Requestor's Name)

7520 RED ROAD  
SUITE C  
SOUTH MIAMI, FL 33143

800001394218  
-01/31/95--01088--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
95 JAN 30 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NC  
KPS  
2-3

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**PHYSICIANS' PLANNING GROUP, INC.**  
*(present name)*

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:**      *Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)*

**ARTICLE 1. NAME**

The name of the above mentioned corporation shall be changed from **PHYSICIANS' PLANNING GROUP, INC.** to **PHYSICIANS' FINANCIAL STRATEGIES, INC.**

**FILED**  
**95 JAN 30 PM 1:47**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**SECOND:**      If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: January 26, 1995

**FOURTH:** Adoption of Amendment(s) (check one)



The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.



The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendments(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)



The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.



The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of January, 19 95

Signature   
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Thomas R. Kosky

Typed or printed name

Secretary & Treasurer

Title

# P9500000012

**PHYSICIANS'  
ADVISORS, INC.**

*(Financial Strategies for Healthcare Professionals)*

7520 Red Road  
Suite C  
Miami, FL 33144  
Dade 666-5198

OFFICE USE ONLY

400001384604  
-01/13/95--01079--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

*Refrain  
Application*

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy
- ☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*00789, 00502, 00671*

*DRG  
2/16*

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 25, 1995

PHYSICIANS' ADVISORS, INC.  
7520 RED ROAD  
SUITE C  
MIAMI, FL 33143

SUBJECT: PHYSICIANS' PLANNING GROUP, INC.  
Ref. Number: P9500000012

We have received your document for PHYSICIANS' PLANNING GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

Letter Number: 095A00003169

1/24/95

CORPORATE DETAIL RECORD SCREEN

NUM: P95000000012 ST:FL ACTIVE/FL PROFIT

FLD: 01/03/1995

2:56 PM

NAME : PHYSICIANS' PLANNING GROUP, INC.

PRINCIPAL: 7520 RED ROAD (S.W. 57TH AVENUE)  
ADDRESS

SUITE C

SOUTH MIAMI, FL 33143

RA NAME : KUSKY, THOMAS R

RA ADDR : 6331 S.W. 65TH AVENUE

MIAMI, FL 33143 US

# APPLICATION FOR REFUND FROM STATE OF FLORIDA

Pursuant to the provisions of Section 215.26, Florida Statutes, I hereby apply for a refund and request that a State Warrant be drawn in favor of:

Name: THOMAS R. KOSKY  
PHYSICIANS' ADVISORS, INC.

Address: 7520 RED ROAD, SUITE C  
MIAMI, FL 33143

Amount: \$35.00 PHYSICIANS' FINANCIAL STRATEGIES, INC. #P95000000012

which represents moneys I paid into the State Treasury subject to refund, and to substantiate such claim the following facts are submitted:

Reason for Claim: DUPLICATE FILING FOR NAME CHANGE AMENDMENT

Section: AMEND Clerk: K. GIBSON Date Processed: 2/16/95

CERTIFIED TRUE AND CORRECT this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

SEE ATTACHED

Signature

(FOR AGENCY USE ONLY)

(1) Agency recommends denial of above claim based on the following facts, including statutory authority for collection: \_\_\_\_\_

(2) Agency recommends approval of above claim and submits the following information to substantiate such claim.  
The amount recommended \$ 35.00

The amount requested above was originally deposited into the State Treasurer's Receipt # 01079 007, Dated 01/19/95.

NAME OF ACCOUNT:

SAMAS ACCOUNT CODE																			
4	5	2	0	2	1	3	0	0	0	1	4	5	3	0	0	0	0	0	0

607.0122

Statutory Authority for Collection  
It is requested that payment be made from:  
NAME OF ACCOUNT:

SAMAS ACCOUNT CODE																			
4	5	2	0	2	1	3	0	0	0	1	4	5	3	0	0	0	0	0	0

Certified True and Correct this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Dept. of State, Div. of Corporations  
Agency

Authorized Signature and Title

Section 215.26 states, in part: "Application for refund as provided by this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is interpreted as meaning three years from the date of payment into the State Treasury.

RECEIVED  
95 FEB 16 AM 9:26  
DIVISION OF CERTIFICATES

February 13, 1995

Ms. Karen Gibson  
Corporate Specialist  
Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Re.: Document Number P95000000012


On or about January 15th 1995 you were sent an amendment to the Articles of Incorporation of PHYSICIANS' PLANNING GROUP, INC., requesting that the name be changed to PHYSICIANS' FINANCIAL GROUP, INC. This amendment was accompanied by a check in the amount of \$35.00 drawn against the account of Physicians' Advisors, Inc. (check # 1081 dated 01/14/95 and processed by Barnett Bank in Jacksonville on 01/20/95). As the above mentioned name had been taken, you sent me a letter saying that PHYSICIANS' FINANCIAL GROUP, INC. was not available (reference letter number: 095A00003169 / Linda Stitt).

Subsequent to this, I sent an amendment to the Articles of Incorporation of PHYSICIANS' PLANNING GROUP, INC. requesting that the name be changed to PHYSICIANS' FINANCIAL STRATEGIES, INC. This amendment was also accompanied by a check in the amount of \$35.00 drawn against the account of Physicians' Advisors, Inc. (check # 1085 dated 01/26/95). This name was approved (ref. letter number: 495A00004739) and a letter was sent February 3rd 1995 to that effect.

In total you have received two (2) checks totaling \$70.00 for one amendment change, one check which has already been processed. Please send me a check in the amount of \$35.00 to rectify the difference as soon as you are able.

Thank you for your cooperation in this matter. It is greatly appreciated.

Sincerely,



Thomas R. Kosky  
Physicians' Advisors, Inc.  
7520 Red Road, Ste. C  
Miami, FL 33143  
(305) 666 - 5198

RECEIVED  
95 FEB 16 AM 9:26  
DIVISION OF CORPORATIONS

TRK:hl