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\*\* QUOTATION \*\*

INVOICE # CREATI

1/06/95

CUSTOMER # POWE01

CAPITAL CONNECTION, INC.  
P.O. BOX 10349

TALLAHASSEE, FL 32302  
904-224-8870  
CLIENT REF # JW7

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CLIENT REP: JULIA WATSON

DOCUMENT FILING, W/CC, AM RUSH. SHIPPING/HANDLING  
ART WITH CERT COPY FOR:  
CREATIVE MEDICAL ASSISTANTS, INC.

EFFECTIVE DATE

JAN 4 1995

JAN 6 1995 BSB

FILED  
95 JAN -6 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION  
OF  
CREATIVE MEDICAL ASSISTANTS, INC.

FILED

95 JAN -6 AM 10:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

EFFECTIVE DATE

ARTICLE I  
Name and Address

JAN 4 1995

Section 1. The name of the Corporation shall be CREATIVE MEDICAL ASSISTANTS, INC.

Section 2. The address of the principal office of the Corporation and its mailing address is 11317 122nd Avenue North, Largo, Florida 34648.

ARTICLE II  
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III  
Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on January 4, 1995, the date of execution and acknowledgement of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV  
Capital Stock

The authorized capital stock of the Corporation shall be 1,200 shares of common stock having a par value of \$1.00 per share.

ARTICLE V  
Preemptive Rights Granted

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI  
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors, whose names and addresses are as follows:

Name	Address
Glen H. Urban	11317 122nd Avenue North Largo, Florida 34648
Emilia Mele Urban	11317 122nd Avenue North Largo, Florida 34648

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but, after the initial meeting of the shareholders and on the election of the first Board of Directors after the initial Board of Directors, shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VII  
Bylaws

Section 1. The initial Board of Directors shall adopt Bylaws for the Corporation at a meeting of the initial Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VIII  
Amendments

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE IX  
Registered Office and Agent

Section 1. The name of the initial registered agent of the Corporation located at said address shall be Uta S. Grove, Esquire.


Section 2. The street address of the initial registered office of the Corporation shall be 200 Central Avenue, Suite 1210, St. Petersburg, Florida 33701.

ARTICLE X  
Incorporator

The name and address of the incorporator is:

Name	Address
Glen H. Urban	11317 122nd Avenue North Largo, Florida 34648

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 4th day of January, 1995.

  
Glen H. Urban

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

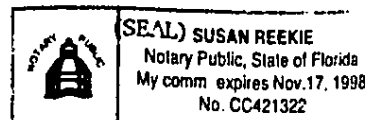
The foregoing instrument was acknowledged before me this 4th day of January, 1995, by GLEN H. URBAN, who is personally known to me or has produced FL Lic UWS 28855 247-0 as identification.

Susan Reekie  
(Sign on this line)  
Susan Reekie  
(Legibly print name on this line)

NOTARY PUBLIC, State of Florida

COMMISSION NO.: CC 421322

EXPIRATION DATE: Nov 17 1998



ACCEPTANCE

I hereby accept to act as initial Registered Agent for CREATIVE MEDICAL ASSISTANTS, INC., as stated in these Articles of Incorporation.

Uta S. Grove  
Uta S. Grove, Esquire