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LAW OFFICES

LAWRENCE U. TAUBE

1250 NORTEPOINT PARKWAY

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January 11, 1995

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\*\*\*122.50 \*\*\*122.50

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

Re: Atlantic Medical Services, Inc.

Gentlemen or Ladies:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the filing fees, certified copy of Articles of Incorporation, and fee for Registered Agent Designation for the above named corporation.

Sincerely,



Lawrence U. Taube

Atlantic Medical Services, Inc.  
4350 West Sunrise Blvd.  
Suite D-113-114  
Plantation, FL. 33313

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 17 PM 4:08

cc: Atlantic Medical Services, Inc.

KAN 1-19

**ARTICLES OF INCORPORATION  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 17 PM 4:08

**ATLANTIC MEDICAL SERVICES, INC.**

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

**ARTICLE I - NAME**

The name of the corporation is: **ATLANTIC MEDICAL SERVICES, INC.**

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and this State.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue **SEVENTY-FIVE HUNDRED (7500)** shares of Common Stock with a par value of One (\$1.00) Dollar per share, which shall be designated as "Common Shares."

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

**ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than \$500.00.

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V - INITIAL STREET ADDRESS**

The initial street address of the principal office of this corporation is: 4350 WEST SUNRISE BOULEVARD, SUITES D112-113-114, PLANTATION, FLORIDA 33313.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII - DIRECTORS**

This corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or

willful misconduct in the performance of his duties.

The rights to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorized any such contract or transaction, and may vote there to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

#### ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

| <u>NAME</u>    | <u>ADDRESS</u>  |
|----------------|---|
| IVAN HIPPOLITE | 4350 West Sunrise Blvd.<br>Suites D112-113-114<br>Plantation, Fl. 33313 |

#### ARTICLE IX - SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation is: IVAN HIPPOLITE, 4350 West Sunrise Blvd., Suites D112-113-114, Plantation, Florida 33313.

#### ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

#### ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of stockholders may be called by a majority of the stockholders.

#### ARTICLE XII - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

#### ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board

of Directors, proposed by them to the stockholders, and approved at a Stockholders' Meeting by the majority of the stock entitled to vote thereon.

**ARTICLE XIV - DATE OF COMMENCEMENT**  
**OF CORPORATION EXISTENCE**

The date of commencement of corporate existence of this corporation shall be upon filing hereof in the office of the Secretary of State.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set his/her hand and seal this 11 day of January, 1994.


  
\_\_\_\_\_  
IVAN HIPPOLITE

STATE OF FLORIDA

COUNTY OF FALM BEACH ) ss.

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Ivan Hippolite, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 11 day of January, A.D., 1994.

  
NOTARY PUBLIC, State of Florida

LAWRENCE U TAUBE  
My Commission CC351938  
Expires Mar. 04, 1998  
Print name of Notary Public

My commission expires:

(SEAL)

**C E R T I F I C A T E**

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

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

That **ATLANTIC MEDICAL SERVICES, INC.**, desiring to organize under the laws of the State of Florida, with its principal offices, as indicated in the Articles of Incorporation, at the City of Plantation, County of Broward, State of Florida, has named **LAWRENCE U. TAUBE, ESQ.**, located at 1250 Northpoint Parkway, West Palm Beach, Florida 33407, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

**A C K N O W L E D G E M E N T**

Having been named to accept service or process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

LAWRENCE U. TAUBE