

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

95000010523

PHON ( )

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: American Credential Registry, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Express		
<input checked="" type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
	540001400225	
	-02/08/95--01012--022	
	****122.50 ****122.50	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
SUBTOTALS		

FILED  
FEB-8 1995  
11:19  
SECRETARY OF STATE  
TALLAHASSEE, FL

FEB 8 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY SWWALK-IN Will Pick Up 2-8 11:00

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**CERTIFICATE OF INCORPORATION**  
**OF**  
**AMERICAN CREDENTIAL REGISTRY, INC.**

FILED  
95 FEB -8 AM 11: 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, **THE UNDERSIGNED**, hereby associate myself together with the purpose of forming 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, liabilities, rights, privileges, and immunities of a corporation for profit.

**ARTICLE I.**

The name of this corporation shall be **AMERICAN CREDENTIAL REGISTRY, INC.**

**ARTICLE II.**

The general nature of the business to be transacted by this corporation shall be:

1. To provide a computerized service bureau to meet the needs of insurance companies, hospitals, health maintenance organizations, Preferred Provider Organization (PPO), and other individual corporations, partnerships, and entities which require the credential management of doctors and other health care professionals with whom said companies contract. The corporation is to manage the credentials for health care professionals, insurance companies, hospitals, health maintenance organizations, Preferred Provider Organization (PPO), and other individual corporations, partnerships, and entities.

2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the **Laws of the State of Florida** upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in

or outside the **State of Florida**, or in any State, Territory, or dependency of the **United States**, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

### **ARTICLE III.**

The authorized capital stock of this corporation shall be **ten thousand (10,000)** shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the **Board of Directors** at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the **Board of Directors**.

### **ARTICLE IV.** **AMOUNT OF CAPITAL TO BEGIN BUSINESS**

The amount of capital to begin the business herein and operate same shall be a total of **FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS**.

### **ARTICLE V.** **PRINCIPAL OFFICE**

The principal office of the corporation shall be located at **3860 SHERIDAN STREET, HOLLYWOOD, FLORIDA 33021-3634**, with the

privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

**ARTICLE VI.  
CORPORATION EXISTENCE**

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

**ARTICLE VII.  
NUMBER OF DIRECTORS**

The number of directors shall be not less than **one (1)** nor more than **twelve (12)**, but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

**ARTICLE VIII.  
DIRECTORS**

The names and addresses of the first **Board of Directors** of this corporation are:

<b>WALTER L. KABIS</b> President, Chief Executive Officer	<b>1536 S.W. 151 AVENUE</b> <b>Pembroke Pines FL 33027</b>
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<b>ELIZABETH BLAKE</b> Vice President	<b>1215 S.E. 2 Ave., #101</b> <b>Ft. Lauderdale, Florida</b> <b>33316</b>
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<b>EDWARD E. COHEN</b> Vice President, Treasurer	<b>7200 Griffin Road, Suite 5</b> <b>Davie, Florida 33314</b>
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**ARTICLE IX.  
NAMES AND ADDRESSES OF SUBSCRIBERS**

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

**WALTER L. KARIS**  
President, Chief Executive Officer

1536 S.W. 15. AVENUE  
Pembroke Pines FL 33027

4,000 Shares of Stock

**ELIZABETH BLAKE**  
Vice President

1215 S.E. 2 Ave., #101  
Ft. Lauderdale, Florida  
33316

3,000 Shares of Stock

**EDWARD E. COHEN**  
Vice President, Treasurer

7200 Griffin Road, Suite 5  
Davie, Florida 33314

3,000 Shares of Stock

**ARTICLE X.  
REGISTERED AGENT**

**JOHN J. MURPHY, ESQ.**, is hereby named as the original **Registered Agent** of this corporation, upon whom service of process may be held in accordance with the laws of the **State of Florida**, and the street address of the initial Registered Agent's office is:

**3860 SHERIDAN STREET, HOLLYWOOD, FLORIDA 33021-3634.**

**IN WITNESS WHEREOF**, we have hereunto set our hands and seals and acknowledge and filed in the office of the Secretary of State of Florida the foregoing **CERTIFICATE OF INCORPORATION**, this 7<sup>th</sup> day of FEBRUARY, 1995.

**WITNESSES:**

Victoria Luchessa

[Signature]

Victoria Luchessa

[Signature]

Victoria Luchessa

[Signature]

[Signature]  
**WALTER L. KABIS**

Elizabeth Blake  
**ELIZABETH BLAKE**

[Signature]  
**EDWARD E. COHEN**

**STATE OF FLORIDA**  
**COUNTY OF BROWARD**

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **WALTER L. KABIS**, personally known to me, and he acknowledged before me that he executed the foregoing **CERTIFICATE OF INCORPORATION** for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 7<sup>th</sup> day of FEBRUARY, 1995 ~~1994~~.



**JOHN J. MURPHY**  
MY COMMISSION # CC407405 EXPIRES  
September 24, 1998  
BONDED THRU TROY FAIR INSURANCE, INC

[Signature]  
**NOTARY PUBLIC**

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **ELIZABETH BLAKE**, personally known to me, and he acknowledged before me that he executed the foregoing **CERTIFICATE OF INCORPORATION** for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 7<sup>th</sup> day of FEBRUARY, <sup>1995</sup>~~1994~~.



EXPIRES

NOTARY PUBLIC

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **EDWARD E. COHEN**, personally known to me, and he acknowledged before me that he executed the foregoing **CERTIFICATE OF INCORPORATION** for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 7<sup>th</sup> day of FEBRUARY, <sup>1995</sup>~~1994~~.



JOHN J. MURPHY  
MY COMMISSION # CC407406 EXPIRES  
September 24, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

NOTARY PUBLIC



JOHN J. MURPHY  
MY COMMISSION # CC407406 EXPIRES  
September 24, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.



### CERTIFICATE OF REGISTERED AGENT

In compliance with Chapter 48.091, Fla. Stats., the following is submitted:

AMERICAN CREDENTIAL REGISTRY, INC., a corporation desiring to organize under the Laws of the State of Florida, has named JOHN J. MURPHY, ESQ., as its initial Registered Agent, and the initial street address of the initial registered office of said agent is:

3860 SHERIDAN STREET, HOLLYWOOD, FLORIDA 33021-3634.

#### **ACKNOWLEDGMENT:**

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 and agree to comply with the provisions of said Act relative to keeping open said office.

  
JOHN J. MURPHY, ESQ.

FILED  
05 FEB -8 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA