

P95000024784

*Toraco M. Brown, P. St.*  
*Paula Jean Christopher*

*Attorneys at Law*  
*488 North Temple Avenue*  
*P. O. Box 40*  
*Stark, Florida 32091-0040*

16 March 1995

*Telephone (904) 964-8272*  
*Fax (904) 964-8796*

Secretary of State  
Division of Corporation  
The Capitol  
Tallahassee, Florida 32399

200001440852  
-03/27/95--01110--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Southeast Med Search, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation of SOUTHEAST MED SEARCH INC. Also enclosed is our check in the amount of \$122.50 in payment of the filing fees (\$70.00) and a certified copy of the Articles (\$52.50)

If you have any questions, please contact me.

Sincerely,

*for*  
Charles Daniel Sikes

CDS/jps  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR 27 PM 3:11

ARTICLES OF INCORPORATION  
OF  
SOUTHEAST MED SEARCH, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 27 PM 3:53

The undersigned incorporator to these Articles Incorporation, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is SOUTHEAST MED SEARCH, INC.

ARTICLE II

TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III

GENERAL NATURE OF BUSINESS

This corporation is organized for the following purposes:

- A. To engage in the business of
- B. To engage in any and all other lawful business.

## ARTICLE IV

### POWERS

The corporation shall have power to:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend in its corporate name in all actions and proceedings.
- C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- D. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- F. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or

direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

K. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

L. To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

M. To make donations for the public welfare or for charitable, scientific, or educational purposes.

.. To transact any lawful business which the board of directors shall find will be an aid of governmental policy.

O. To pay pensions and establish pension plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

P. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

Q. To have and exercise all powers necessary or convenient to effect its purposes.

#### **ARTICLE V:**

##### **CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of \$10.00 par value common stock, which shall be designated Common Shares. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

#### **ARTICLE VI**

##### **INITIAL REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation in the State of Florida will be 401 N.W. 34th Street, Gainesville, Florida 32607, and the name of its initial

registered agent at such address is Richard M. White. The street address and mailing address of the Principal Office shall be 401 N.W. 34th Street, Gainesville, Florida 32607.

#### ARTICLE VII

##### DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Richard M. White	401 N.W. 34th Street Gainesville, Florida 32607

#### ARTICLE VIII

##### INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Richard M. White	401 N.W. 34rd Street Gainesville, Florida 32607

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this corporation.

## **ARTICLE IX**

### **INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, incorporator, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under the bylaw, agreement, vote of shareholders or otherwise.

## **ARTICLE X**

### **PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares then outstanding, exclusive of treasury shares.

This 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 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 XI

##### REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

#### ARTICLE XII

##### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28 day of February, 1995.

  
\_\_\_\_\_  
RICHARD M. WHITE

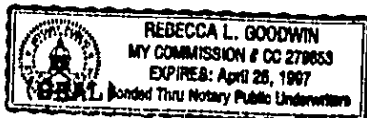


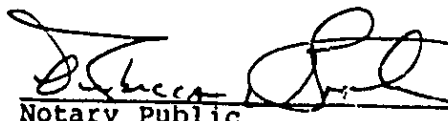
STATE OF FLORIDA

COUNTY OF

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared **RICHARD M. WHITE SEAY**, well known to me known to be the person described as the Incorporator or who has produced \_\_\_\_\_ as personal identification and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 28<sup>th</sup> day of February, 1995,



  
Notary Public  
State of Florida at Large  
My Commission Expires:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 27 PM 3:43

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 2-28-95

  
RICHARD M. WHITE

P95000024784

September 13, 1995

Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

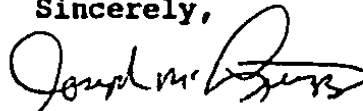
To Whom It May Concern:

Please be advised that Southeast Med-Search, Inc., 405 West Georgia Street, Suite A, Starke, Florida 32091-1813 has a change of address as follows:

Southeast Med-Search, Inc.  
720 Southwest 34th Street  
Suite M-129  
Gainesville, Florida 32607 ✓

Any and all correspondence concerning Southeast Med-Search should be sent to above address. Thank you.

Sincerely,



JOSEPH M. LIUZZO  
President

JML/res

Ult  
9/20/95

✓

P95000024784

JOSEPH M. LIUZZO, PRESIDENT  
SOUTHEAST MED-SEARCH, INC.  
720 SW 34TH ST., #M-129  
GAINESVILLE, FL 32607

300001607523  
-10/11/95--01126--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Request taken by: BRENDA\_T  
09-20-1995

RECEIVED  
SEP 29  
AM 11:15  
DIVISION OF CORPORATIONS

The forms you recently requested from this office are:

(1) 15. Chg. of R/A (Corp.)

FILED  
SEP 29 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Should you have any questions or need any further information,  
please contact us at the address below:

Division of Corporations - P.O. BOX 6327 - Tallahassee FL 32314

RA chg.

VS OCT 10 1995

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Southeast Med Search Inc.

1b. The mailing address of the corporation is: Southeast Med Search Inc.  
405 West Georgia st., Suite A, Stark, Florida 32091-1813

1c. Date of incorporation: 3-27-95 Document number: P95000024784  
EX-5756

2. The name and address of the current registered agent and office:

Joseph M. Liuzzo Richard M. White  
405 W Georgia St, Suite A 401 NW 34 St  
Stark, Florida 32091-1813 Gainesville, FL 32607

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Joseph M. Liuzzo (Southeast Med Search Inc)  
720 SW 34th St Suite M 129  
Gainesville, FL 32607

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Joseph M. Liuzzo  
(Signature of an officer, chairman or  
vice chairman of the board)

9-26-95  
(Date)

Joseph M. Liuzzo President  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Joseph M. Liuzzo  
(Signature of Registered Agent)

9-26-95  
(Date)

If signing on behalf of an entity:

Joseph M. Liuzzo  
(Typed or Printed Name)

President  
(Capacity)