

Charter # Only

P95000032591

VALIDATION ONLY

Joel Bernstein

Requestor's Name

P.O. Box 330072

Address

Miami

FL

33233

(305) 751-3008

City

State

ZIP

Phone #

CORPORATION(S) NAME

Heathcare, Inc.

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| <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> OTHER |
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> PHOTO COPIES | <input type="checkbox"/> CERTIFICATE UNDER SEAL |
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ARTICLES OF INCORPORATION
OF
HEALTHBANC, INC.

* * *

ARTICLE 1
Name

The name of the corporation is HEALTHBANC, INC.

ARTICLE 2
Purpose

The purpose or purposes of the Corporation shall be to engage in the operation of a blood bank and any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3
Capital Stock

The total amount of capital stock which this Corporation has the authority to issue is as follows:

30,000,000 shares of Class A Common Stock, \$.001 par value per share; and

10,000,000 shares of Class B Common Stock, \$.001 par value per share.

The dividends, distributions and relative rights, privileges and limitations of Class A Common Stock and Class B Common Stock shall be in all respects identical, share for share, except that the entire voting power for the election of the smallest number of persons which will constitute two-thirds of the entire board of directors shall be vested exclusively in the holders of the Class B Common Stock and the entire voting power for the election of the remaining directors shall be vested exclusively in the holders of the Class A Common Stock. Except as set forth in Article 4 herein, in all other matters the holders of the Class A Common Stock and the Class B Common Stock shall have one vote per share and shall vote together as a single class.

Subject to the provisions for adjustment hereinafter set forth, shares of Class B Common Stock shall be convertible at any time at the option of the holder thereof, upon surrender to the transfer agent for the Class B Common Stock of the certificate or certificates evidencing the shares so to be converted, into fully paid and nonassessable shares of Class A Common Stock of the Corporation at the rate of one share of Class A Common Stock for each share of Class B Common Stock so surrendered for conversion.

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TALLAHASSEE, FLORIDA

In the event of any change in the outstanding shares of Common Stock of the Company by reason of any stock dividend, stock split, combination or exchange of shares, recapitalization, reclassification, merger, consolidation, reorganization, or other similar transactions, appropriate adjustments in the number of shares of Class A Common Stock to be issued upon conversion of shares of Class B Common Stock shall be made.

ARTICLE 4 Right to Amend or Repeal Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power, provided, however, that any change in the relative rights, privileges and limitations of the Class A Common Stock or Class B Common Stock shall require the affirmative vote of the holders of a majority of the outstanding Class A Common Stock voting as a single class and of the holders of a majority of the outstanding Class B Common Stock voting as a single class.

ARTICLE 5 Indemnification of Directors, Officers and Other Authorized Representatives

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article 5 by the shareholders of the Corporation shall not adversely affect any right to protection of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any

liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article 5.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 5 to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE 6 Severability

In the event any provision (including any provision within a single article, section, paragraph or sentence) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

ARTICLE 7 Principal Office, Registered Office, Registered Agent

The address of the principal office of this Corporation is 9701 Biscayne Boulevard, Miami, FL 33138. The address of the initial registered office of this Corporation is 9701 Biscayne Boulevard, Miami, FL 33138 and the name of the initial registered agent of this Corporation at that address is Joel Bernstein. The undersigned is familiar with and accepts the duties and obligations as registered agent for this Corporation.

ARTICLE 8 Incorporator

The name and address of the person signing these Articles is Joel Bernstein, 9701 Biscayne Boulevard, Miami, FL 33138.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of April, 1995.



JOEL BERNSTEIN

Chapter 7 Only

P95000032591

Joel Bernstein

Requestor's Name

P.O. Box 330072

Address

Miami

FL

33233

(305) 751-3008

City

State

ZIP

Phone #

CORPORATION(S) NAME

Health Banc, Inc

VALIDATION ONLY

11/01/01 11:21:11
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STATE
FLORIDA

- ☒ PROFIT ☒ AMENDMENT ☐ MERGER
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☐ FOREIGN ☐ LIMITED PARTNERSHIP ☐ ANNUAL REPORT ☐ RESERVATION
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HEALTHBANC, INC.

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TALLAHASSEE, FLORIDA

* * *

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: HEALTHBANC, INC.
2. Article 3 of the Articles of Incorporation of the Corporation is hereby amended to change the number of authorized shares as follows:

The total number of shares of capital stock which this corporation shall have authority to issue is as follows:

75,000,000 shares of Class A Common Stock, \$.001 par value per share; and

25,000,000 shares of Class B Common Stock, \$.001 par value per share

All other provisions of Article 3 remain the same.

3. The foregoing amendment was adopted by the incorporator without shareholder action on October 26, 1995 before the issuance of any shares of the corporation. Accordingly, shareholder action was not required.

HEALTHBANC, INC.

November 2, 1995

By: 

Joel Bernstein, Incorporator