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DEMPSEY & ASSOCIATES

PROFESSIONAL ASSOCIATION

STATE 200
1011 W. AGNEW BLVD
WINTER PARK, FLORIDA 32789-3744
TELEPHONE (407) 740-7776
TELECENTER (407) 740-0911

POST OFFICE BOX 1980
ORLANDO, FLORIDA 32802-1980
TELEPHONE (407) 422-5166

May 1, 1995

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

600001476216
-05/04/95--01112--009
****122.50 ****122.50

Re: Articles of Incorporation of Med One Health Care
Solutions, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Med One Health Care Solutions, Inc., together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before May 8, 1995.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,

Bill Weatherford
William P. Weatherford,

WPWjr/rp
Enclosures

cc: G. Joseph Standish

A:\1307-01\STATE.1

EFFECTIVE DATE

5/1/95

FILED
95 MAY -4 PM 6:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MED ONE HEALTH CARE SOLUTIONS, INC.

FILED
95 MAY -4 PM 6:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby form a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be MED ONE HEALTH - CARE SOLUTIONS, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 931 State Road 434, Suite 357, Altamonte Springs, Florida 32714.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1031 West Morse Boulevard, Suite 200, Winter Park, Florida 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is William P. Weatherford, Jr. The Board of Directors may from time to time designate a new registered agent.

EFFECTIVE DATE
5/1/95

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
William P. Weatherford, Jr.	1031 W. Morse Blvd., Suite 200 Winter Park, Florida 32789

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
G. Joseph Standish	931 State Road 434, Suite 357 Altamonte Springs, FL 32714
Dona M. Standefur	931 State Road 434, Suite 357 Altamonte Springs, FL 32714

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Winter Park, Florida, this 1st day of May, 1995.

Will. P. Weatherford, Jr.
William P. Weatherford, Jr.

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Will. P. Weatherford, Jr.
William P. Weatherford, Jr.

Date: May 1, 1995

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