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5/12/95 FLORIDA DIVISION OF CORPORATIONS 3:57 PM
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TO: DIVISION OF CORPORATIONS FROM: FOWLER, WHITE, GILLEN, BOGGS, VILLAR
DEPARTMENT OF STATE 501 E KENNEDY BLVD
STATE OF FLORIDA A.R.ECKARD
409 EAST GAINES STREET TAMPA FL 33602- 3302-0000
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((H95000005399))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PMSI ACQUISITION CORPORATION
FAX AUDIT NUMBER: H95000005399 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/12/1995 TIME REQUESTED: 15:57:41
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 075410001562

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PMSI ACQUISITION CORPORATION**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be:

PMSI ACQUISITION CORPORATION

The mailing address of this corporation shall be 5111 Rogers Avenue, Suite 40-A, Fort Smith, Arkansas 72919-1000.

**ARTICLE II
Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE III
Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
General Powers**

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

Prepared by:
David C. Shobe, Esq.
Post Office Box 1438
Tampa, Florida 33601
(813) 228-7411
Florida Bar #: 139065

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(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

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(n) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE V **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI **Indemnification By Court Order**

The directors, officers, employees, or agents of the corporation shall be entitled to indemnification to the full extent permitted by Florida law, including but not limited to Section 607.0850, Florida Statutes.

ARTICLE VII **Affiliated Transactions**

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

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ARTICLE VIII
Control-Share Acquisitions

The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE IX
Registered Office and Registered Agent

The street address of the corporation's initial registered office is c/o Fowler, White, Gillen, Boggs, Villareal and Banker, P.A., 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is David C. Shobe. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE X
Incorporators

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
David C. Shobe	Fowler, White, Gillen, Boggs, Villareal and Banker, P.A. 501 East Kennedy Boulevard Suite 1700 Tampa, Florida 33602

ARTICLE XI
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



David C. Shobe, Incorporator

Document Number Only

P95000038081

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

1996 MAY 28 PM 3:44
TALLAHASSEE, FLORIDA

disc
PMSI Acquisition Corporation

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign
☐ Amendment
☒ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call When Ready
☒ Walk In
☐ Mail Out
☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS
☐ After 4:30
☒ Pick Up

Name Availability	5/31/96
Document Examiner	ADH
Updater	ADH
Verifier	ADH
Acknowledgment	ADH
W.P. Verifier	ADH

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5/29/96

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ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:

- FIRST:** The name of the corporation is PMSI ACQUISITION CORPORATION.
- SECOND:** The articles of incorporation were filed on May 15, 1995.
- THIRD:** ☒ None of the corporation's shares have been issued.
☐ The corporation has not commenced business.
- FOURTH:** No debt of the corporation remains unpaid.
- FIFTH:** The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
- SIXTH:** Adoption of Dissolution
- ☒ A majority of the incorporators authorized the dissolution.
☐ A majority of the directors authorized the dissolution.

Signed this 7th day of May, 1996.

Signature

David C. Shobe
David C. Shobe, Incorporator

**STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND**

Section 215.26, Florida Statutes, states in part: "An application for refund as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued. If no such right shall be barred. Three years is generally the period of limitation for the State to demand payment into the State treasury. The Comptroller is delegated the authority to accept applications for refund to the State government which initially collected the money."

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: C T Corporation System / Marie' Hoffmann EIN or SS#: _____

Address: -- 906 Olive Street
St. Louis, MO 63101

Amount: \$ 225.00 Date Paid 05-29-96

Reason for claim: CORPORATION UNABLE TO FILE ANNUAL REPORT

Re: PMSI Acquisition Corporation

Certified true and correct this 31 day of MAY, 19 96.

Signature XX Marie' Hoffmann

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>225.00</u>
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on	
State Treasurer's Receipt No. <u>01091-005</u> dated <u>05/29/96</u>	
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>607</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT:	<u>452021300014530000000022002000</u>
Certified true and correct this	<u>13</u> day of <u>June</u> , 19 <u>96</u>
Department of State, Division of Corporations (Agency)	<u>Keron Beyer</u> BUREAU CHIEF