

P95000041291

TRANSMITTAL LETTER

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

700001496417  
-05/23/95--01052--011  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: Administrative Medical Solutions, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

Kathleen Aries

Name (printed or typed)

1238 Whirlaway Ln

Address

Chuluota, FL 32766

City, State & Zip

407/ 366-8627

Daytime Telephone number

FILED  
95 MAY 22 AM 10:17  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

PMC  
5/25/95

NOTE: Please provide the original and one copy of the articles.

**FILED**

95 MAY 22 AM 10:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**ADMINISTRATIVE MEDICAL SOLUTIONS, INC.**

We, the undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, adopt the following Articles of Incorporation, and do hereby certify as follows:

**ARTICLE I**

The name of the corporation shall be: **ADMINISTRATIVE MEDICAL SOLUTIONS, INC.**

**ARTICLE II**

The principle address of this corporation shall be: 1238 Whirlaway Lane, Chuluota, FL, 32766.

**ARTICLE III**

The authorized capital stock of this corporation shall consist of Five Thousand shares (5000) of common stock with a par value of One and no/100ths (\$1.00) per share. Such stock shall be fully paid and non-assessable. Said common capital stock may be paid for in cash or may be paid for in labor or services, or in real estate or in personal property at a fair valuation placed thereon by the Board of Directors. The Board of Directors of the corporation may, from time to time, issue the authorized stock to the corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof.

**ARTICLE IV**

This corporation designates, as its initial Registered Agent, as herein mentioned, Kathleen Aries, who accepts this designation as registered agent by her signature below, and the initial Registered Office as: 1238 Whirlaway Lane, Chuluota, FL, 32766,

**ARTICLE V**

The name and address of the person signing this Certificate of Incorporation as subscriber is: Kathleen Aries, 1238 Whirlaway Lane, Chuluota, FL, 32766.

**Article VI**

This corporation may conduct or engage in any activity or business now or hereinafter permitted under the laws of the United States and the State of Florida.

## **ARTICLE VII**

The corporation may use and apply its surplus earnings or accumulate profits authorized by law to be reserved to the purchase or acquisition of property and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner and upon such terms as its Board of Directors shall determine and to hold the same in its treasury to be thereafter sold, issued or disposed of when and in such manner as the Board of Directors may deem expedient; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority vote of the stockholders.

## **ARTICLE VIII**

The corporation may conduct its business, or any part or parts thereof, in the United States of America, or any of them, in the territories and the District of Colombia, and in any or all dependencies, colonies or possessions of the United States of America, and in foreign countries or jurisdictions, without restrictions as to place. It may have one or more offices or agencies, and keep such books of the company outside of the State of Florida as are not required by law to be kept within this State.

## **ARTICLE IX**

This corporation may do all and everything necessary and proper for the accomplishment of the objects enumerated in this corporation, and in general, carry on any lawful business necessary or incidental to the attainment of the objects of this corporation.

## **ARTICLE X**

This corporation shall have perpetual existence, unless sooner dissolved according to the law. Corporate existence shall commence on the date of filing of these Articles in the Secretary of State's office in Tallahassee, Florida.

## **ARTICLE XI**

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may not contain any provisions for the regulation and management of the affairs of the corporation not consistent with the Articles of Incorporation.

## **ARTICLE XII**

The business of the corporation shall be conducted and managed by a Board of Directors that consists of not less than two (2) members nor more than five (5) members, as fixed from time to time by the Bylaws of the corporation. The Board of Directors shall be elected by the stockholders, but it shall not be necessary that such directors be stockholders of the corporation. Decisions of the Board of Directors affecting the nature of the business of the

corporation or dissolution of the corporation shall require a majority vote of the Board of Directors to be effective.

### **ARTICLE XIII**

The names and addresses of the first Board of Directors of this corporation, who shall hold office until their successors are elected and qualified, shall be:

Kathleen Aries	1238 Whirlaway Lane, Chuluota, FL 32766
William Aries	1238 Whirlaway Lane, Chuluota, FL 32766.

### **ARTICLE XIV**

In furtherance, and not in limitation, of the powers conferred by statute, the corporation shall have and may exercise the following powers:

- A. The corporation shall have the power to hold meetings, both of the stockholders and directors, either within or without the State of Florida, at such places as may be from time to time designated by the Board of Directors. Meetings of the directors and stockholders may be held upon such notice thereof as may be set forth in the Bylaws of the corporation, subject to any statutory restrictions relative thereto, but any requirements as to notice of such meetings that may be set forth in the Bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the Bylaws of this corporation consistent therewith.
- B. The number of Directors of the corporation shall be fixed from time to time by the Bylaws and may be increased or decreased as shall be provided by the Bylaws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of directors, or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have qualified.
- C. The corporation, it its Bylaws, may confer upon the directors powers and authorities expressly conferred upon them by the Statutes.
- D. It shall not be necessary for any officer to the corporation, other than the president, to be a director, or for any officer to be a stockholder.
- E. The annual meeting of the stockholders shall be held on such day as may be fixed by the Bylaws of the corporation, and the date of such meeting may be changed from time to time as the Bylaws provide, and the manner of calling meetings of stockholders and directors may be fixed by the Bylaws.
- F. Members of the Board of Directors or any executive committee shall be deemed present at a meeting of any such board or committee if a conference telephone or similar

communication equipment by means of which all persons participating in the meeting can hear each other is used.

- G. The corporation reserves the right to amend, alter, change or repeal any provision(s) contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

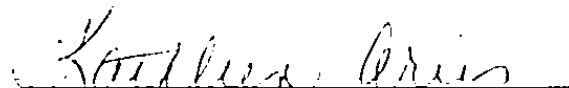
## ARTICLE XV

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or commission to act as such director or officer, provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceedings brought. The foregoing right to indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

## ARTICLE XVI

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by the reason of the fact that any one or more of the directors or officers of this corporation is or are interested in or is a member, stockholder, director, or officer of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or directors or officers of this corporation is a party or are parties to or interested in such contract, act or association or corporation, and each and every person who may become a director or officer to this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may by in any way interested.

IN WITNESS WHEREOF, the undersigned, being all of the subscribers to this Certificate of Incorporation of ADMINISTRATIVE MEDICAL SOLUTIONS, INC., as herein set forth, do hereby make and file this Certificate, hereby declaring and certifying the facts herein are true, and, accordingly, I have set my hand and seal this 18 day of May, 1995.

  
Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

95 MAY 22 AM 10:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ADMINISTRATIVE MEDICAL SOLUTIONS, INC.

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

KATHLEEN ARIES  
(NAME)

1238 WHIRLAWAY LANE  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

CHULUOTA, FL 32766  
(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Kathleen Aries  
(SIGNATURE)

5/18/95  
(DATE)