

MAY-27-95

P. 9

P45000041756

TELETYPE 95 FLORIDA DIVISION OF CORPORATIONS
9:02 AM PUBLIC ACCESS SYSTEM (((H95000005940))) ELECTRONIC FILING COVER
SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN
FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
(((H95000005940))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: STICHEL, INC. FAX AUDIT NUMBER: H95000005940 CURRENT STATUS:
REQUESTED DATE REQUESTED: 05/26/1995 TIME REQUESTED: 09:02:29
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF PAGES: 4
METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$122.50 ACCOUNT
NUMBER: 072720000101 Note: Please print this page and use it as a cover sheet
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Hold for pick up

FILED
95 MAY 26 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
5/26

STICHEL, INC.

MAY-26-95 FRI 8:03 AM

P. 10

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ARTICLES OF INCORPORATION
OF
STICHEL, INC.

SECRET
MAY 26 PM 4:03
TALLAHASSEE, FLORIDA

FILED

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is STICHEL, INC.

ARTICLE II
DURATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of its initial Registered Agent is:

Robert M. Kramer
Kramer, Green, Neckerman & Kahn, P.A.
4000 Hollywood Boulevard, Suite 405-S
Hollywood, Florida 33021

Prepared by:
Robert M. Kramer, Esq.
Fla. Bar No. 181546
KRAMER, GREEN, NECKERMAN & KAHN, P.A.
4000 Hollywood Boulevard, Suite 405-S
Hollywood, Florida 33021
Tel: 954-3112 Fax: 305/981-1665

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**ARTICLE VI
DIRECTORS**

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person(s) to serve as member(s) of the initial board of directors is:

Scott D. Levine
7340 Sandlake Commons, Suite 2215
Orlando, Florida 32819

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is:

Robert M. Kramer
Kramer, Green, Euckerman & Kahn, P.A.
4000 Hollywood Boulevard, Suite 405-S
Hollywood, Florida 33021

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

**ARTICLE IX
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation is:

c/o Scott D. Levine
7350 Sandlake Commons, Suite 2215
Orlando, Florida 32819

Executed by the undersigned this 25th day of May,
1995.

Robert M. Kramer
ROBERT M. KRAMER, Incorporator

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STATE OF FLORIDA }
COUNTY OF BROWARD } SS

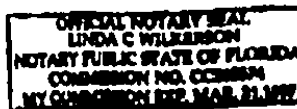
BEFORE ME personally appeared ROBERT M. KRAMER, to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he freely and voluntarily acknowledged before me according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 25 day of May, 1995.


Notary Public

Type/Print or Stamp Name of Notary

My commission expires:



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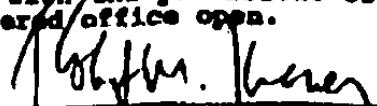
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ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the Registered Agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


ROBERT M. KRAMER, Registered Agent

FILED
95 MAY 26 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APR-19-96 FRI 8:12

KRAMER GREEN ZUCKERMAN K

FAX NO. 3059811605

P.01

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9:12 AM

PUBLIC ACCESS SYSTEM

(((H96000005531))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
DEPARTMENT OF STATE 4000 HOLLYWOOD BLVD
STATE OF FLORIDA SUITE 485 SOUTH
409 EAST GAINES STREET HOLLYWOOD FL 33021- 449
TALLAHASSEE, FL 32399 CONTACT: SANDY TOMLIN
FAX: (904) 922-4000 PHONE: (305) 966-2112

FAX: (305) 981-1605

(((H96000005531))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: STICHEL, INC.

FAX AUDIT NUMBER: H96000005531 CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/19/1996 TIME REQUESTED: 09:12:46

CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STICHEL, INC.

The undersigned, Incorporator and sole Director of STICHEL, INC., a Florida corporation, hereby certify that the following resolution was adopted by the unanimous written consent of the Incorporator and sole director of the Corporation, by corporate action on March 14, 1996.

RESOLVED, that Article I of the Articles of Incorporation of STICHEL, INC., be amended to read as follows:

"ARTICLE I

The name of this Corporation shall be PHYSICIAN'S DIRECT, INC."

There are no shareholders of the Corporation to date, therefore, no action by Shareholders is required.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Amendment this 14 day of March, 1996, and have attached the corporate seal hereto.

STICHEL, INC.

By: 

Scott D. Levine,
Director

By: 

Robert M. Kramer,
Incorporator

Prepared by: Robert M. Kramer, Esq.
Bar No. 181940
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Blvd., Suite 185 South
Hollywood, FL 33021
Phone: (954)966-2112

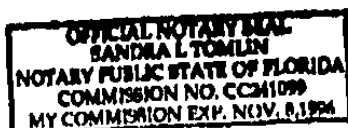
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STATE OF FLORIDA }
COUNTY OF BROWARD }

The foregoing instrument was acknowledged before me this 14 day of March, 1996, by ROBERT M. KRAMER, as Incorporator of the Corporation. He is personally known to me and he did not take an oath.



Sandra L. Tomlin
NOTARY PUBLIC

STATE OF FLORIDA }
COUNTY OF Orange }

The foregoing instrument was acknowledged before me this 4 day of ^{April} ~~March~~, 1996, by SCOTT D. LEVINE, as Director of the Corporation. He is personally known to me and he did not take an oath.

Lisa Thompson
NOTARY PUBLIC



boblevine.scf@tchul.a2
File No. 074.7
3/6/96

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