

PA5000045761



Spanning the Spectrum of Health and Business

Presidential Circle
4000 Hollywood Boulevard
Suite 475, South Tower
Hollywood, Florida 33021

OFFICE USE ONLY

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****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Mobile Primary Care, Inc.
(Corporation Name) Document #:
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 JUN -7 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MOBILE PRIMARY CARE, INC.**

**FILED
95 JUN -7 PH 2: 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

ARTICLE 1

The name of the corporation shall be: **MOBILE PRIMARY CARE, INC.**

ARTICLE 2

The corporation shall have perpetual existence.

ARTICLE 3

The general purpose for which the Corporation is organized are as follows:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and to engage in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business.
2. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. To carry out any business, occupation, undertaking, enterprise and exercise any power of authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, and as amended, it being the intention that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, and as amended.

ARTICLE 4

The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares, of common stock, with a par value of **ONE (\$1.00) DOLLAR** per share.

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

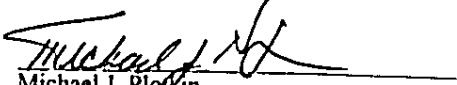
- (1) Any stock or any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or
- (2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants

or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE 5

The street address of the initial registered office of the Corporation is: Mobile Primary Care, Inc. c/o MedSpan, Inc., 4000 Hollywood Blvd., Suite 475 South Tower, Hollywood, Florida 33021, and the name of its initial registered agent at such address is: Michael J. Plotkin.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.


Michael J. Plotkin
(Registered Agent)

ARTICLE 6

The address of the principal office of the Corporation is:

13815 South Dixie Highway
Miami, Florida 33176

ARTICLE 7

The number of Directors constituting the initial Board of Directors of the Corporation is three (3). The name and address of the persons who are to serve as members of the initial Board of Directors is:

LAWRENCE E. GOODMAN, D.C.

7800 Red Road, Suite #205
Miami, Florida 33143

HOWARD A. MAY, D.C.

6262 Sunset Drive, Suite #408
Miami, Florida 33143

JEFFREY S. SOLOMON, D.C.

13813 South Dixie Highway
Miami, Florida 33176

ARTICLE 8

A. The business of the Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) and more than five (5) Directors. The Directors named above shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

B. The qualifications, this time and place of election and term of office of each Director shall be as provided for in the By-Laws of the Corporation.

C. The officers of this Corporation may consist of a President, Vice President, Secretary, Treasurer, and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

ARTICLE 9

No contract or transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is related by virtue of such attribution, shall be disclosed or shall have been known to the Board of Directors at which, action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other Corporation or not so interested.

ARTICLE 10

A. Stockholder Agreement. The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transferor encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors and Officers. The Corporation shall indemnify any Director or Officer who by virtue of his being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceedings.

C. Directors liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man/woman would have exercised in the conduct of his/her own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action proceedings.

ARTICLE 11

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless wilful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

ARTICLE 12

A. These Articles of Incorporation are amended upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by fifty-one (51%) percent of the stock entitled to vote.

B. . Notwithstanding the amending process contained in Paragraph A above, amendments may be made upon written approval by all of the Stockholders.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 23rd day of May, 1995.

Michael J. Plotkin
Michael J. Plotkin
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23rd day of May, 1995 by Michael J. Plotkin, who is personally known to me.

Maria E. Adasme
Notary Public
State of Florida at Large

My commission expires:

OFFICIAL NOTARY SEAL MARIA E ADASME NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC458618 MY COMMISSION EXP. MAY 3, 1999
