

JUL 27 1995 11:51 PM TRIPP, SCOTT, CONKLIN & SMITH P. 0854 P. 1/5

TO: DIVISION OF CORPORATIONS  
SMITH

DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET

33302-0000

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

((H95000008300))  
OR P.A.

FROM: TRIPP, SCOTT, CONKLIN &

P.O. BOX 14245

FT. LAUDERDALE FL

CONTACT: REGINA QUDDUS

PHONE: (305) 627-3819

FAX: (305) 761-8475

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: INTERNET MEDICAL GROUP, P.A.  
FAX AUDIT NUMBER: H95000008300  
DATE REQUESTED: 07/27/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 4  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 14:20:53  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER:

075350000065

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000008300))

\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:

95 JUL 28 AM 11:21

RECEIVED

95 JUL 27 PM 4:22

RECEIVED

**ARTICLES OF INCORPORATION  
OF  
INTERNET MEDICAL GROUP, P.A.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a professional service corporation under the Professional Service Corporation and Limited Liability Company Act (the "Act") for the purpose of rendering professional services, as defined in the Act.

**ARTICLE I  
NAME**

The name of this Corporation is:

**INTERNET MEDICAL GROUP, P.A.**

**ARTICLE II  
PURPOSE**

This Corporation is organized as a professional service corporation for the purposes of delivering the services of physicians licensed under Florida law to members of the public and transacting any or all lawful business related or incidental thereto.

**ARTICLE III  
CAPITAL STOCK**

This Corporation shall have two classes of stock, Class A Voting and Class B non-certificated, non-voting stock. This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value Class A Voting Common Stock. This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value Class B Non-Voting, Non-Certificated Common Stock.

Prepared by: Jeffrey L. Cohen, Esq.  
Bar No. 703966  
Tripp, Scott, Conklin & Smith  
P.O. Box 14245  
Ft. Lauderdale, FL 33302  
(305)525-7500

H95000008300

**ARTICLE IV  
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

9999 N.E. 2nd Avenue  
Suite 105  
Miami Shores, FL 33138

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

CT Corporation System  
1200 South Pine island Road  
Plantation, FL 33324

**ARTICLE VI  
PRE-EMPTIVE RIGHTS**

The shareholders of the corporation shall not be granted preemptive rights.

**ARTICLE VII  
INCORPORATOR**

The name and street address of the Incorporator is:

Charles Delane  
9999 N.E. 2nd Avenue  
Suite 105  
Miami Shores, FL 33138

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never

1195000008300

be less than three (3) nor more than seven (7). The names and addresses of the initial Directors of this corporation are:

Name	Address
Nelson Adams, M.D.	9999 N.E. 2nd Avenue Suite 119 Miami Shores, FL 33138
Rudolph Moise, D.O.	185 N.E. 84th Street Miami, FL 33138
Nsidiibe Ikpe, D.O.	6630 Biscayne Boulevard Miami, FL 33138

#### ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

#### ARTICLE X SHAREHOLDERS AGREEMENT

The issuance, transfer, and redemption of Voting and Non-Voting Shares is governed by the terms of a shareholders agreement by and between the Shareholders and the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 27th day of July, 1995.

INCORPORATOR:

Charles E. Delane  
CHARLES DELANE

1195000008300

Jul. 27, 1995 2:52PM TRIPP SCOTT CONKLIN & SMITH INFORMATION PLANTATION No. 0854 P. 5/5  
 07-27-1995 1:14PM TRIPP SCOTT CONKLIN & SMITH No. 0849 P. 5.5  
 Jul. 27, 1995 11:56AM TRIPP SCOTT CONKLIN & SMITH

REPRODUCTION-PLANTATION No. 0854 P. 5/512

1195000008300

**REGISTERED AGENT:**

NY:

**PETER F. BOLDEN**

FLORIDA

55 JUL 28 4:11:21

**92062000 Wheat or meslin**

**H9500008300**