

1201 BAYS STREET
TALLAHASSEE, FL 32301
813-222-9171
904-222-1911

800-342-8086



P95000059798

ACCOUNT NO. : 072100000032
REFERENCE : 652673 8903A

AUTHORIZATION :

COST LIMIT : \$ 70.00 *Patricia Pytk*

ORDER DATE : August 2, 1995

ORDER TIME : 11:13 AM

ORDER NO. : 652673

CUSTOMER NO: 8903A

400001551984

CUSTOMER: Linda Mullis, Legal Assistant
ROSEN ROSEN & KREILING, P.A.

6151 Miramar Parkway

Miramar, FL 33023

DOMESTIC FILING

NAME: HEALTH COUNSEL INCORPORATED

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

T. BROWN AUG - 3 1995

FILED
95 AUG - 2 AM 8 28
SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
HEALTH COUNSEL INCORPORATED

FILED
95 AUG -2 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HEALTH COUNSEL INCORPORATED

The address of the principal office of this corporation shall be 15011 Windover Way, Davie, Florida 33331, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Nays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Tom Walsh	15011 Windover Way
Dir./Pres./Sec./Treas.	Davie, Florida 33331

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has herunto set their hand and seal of Corporation Service Company on August 2, 1995.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

GLS/mjp

P95000059798

HARRY M. ROSEN
RICHARD E. ROSEN
RONALD ROSEN
EDWARD PAUL KREILING
LINDA AGUSTIN SIMONER

LA OFFICES
ROSEN, ROSEN & Kreiling, P.C.
TELEPHONE
MIRAMAR, FLORIDA 33023
WESTON, FLORIDA 33320
October 3, 1995

PAIDWAY DRIVE INDUSTRIAL BUILDING
FORT LAUDERDALE, FLORIDA 33304
MIRAMAR, FLORIDA 33023
PAIDWAY DRIVE INDUSTRIAL BUILDING
FORT LAUDERDALE, FLORIDA 33320

LET AND REPLY TO
Weston

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

Re: HEALTH COUNSEL INCORPORATED

900001604819
-10/10/95--01046--009
*****35.00 *****35.00

Dear Sir:

I enclose the Statement of Change of Registered Office and Registered Agent for the above-referenced corporation, along with a check in the amount of \$35.00 for filing of said document. If you have any questions, please feel free to contact me.

Very truly yours,

Edward Paul Kreiling

EDWARD PAUL KREILING

EPK:lm

Enc.

64 OCT 13 1995

Change of RA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -9 PM 1:07

Charter No. _____

Date Filed _____

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: HEALTH COUNSEL, INCORPORATED

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Tom Walsh

15011 Windover Way, Davie, Florida 33331

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by _____ officer of the corporation so authorized by the board of directors.

THOMAS WALSH : PRESIDENT
(Typed or printed name and title)

Signature TH Walsh

(President or Vice President)

Date 9-11-95

FILED
STATE
CORPORATIONS
95 OCT - 9 11 07

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Tom Walsh

Signature TH Walsh

(Agent)

Date 9-11-95

FILING FEE \$35

Health Counsel, Inc.

4839 SW 148 Avenue, Suite 324, Fort Lauderdale, FL 33330

P95000059798

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

Please find attached the forms of dissolution for this Company, we have not conducted business under this corporation. Thank You in advance.

Thomas Walsh
15011 Windover Way
Davie, FL 33331

Thomas Walsh
Thomas V. Walsh President
(954) 434-0080

4000001716714
-02/16/96--01029--008
*****35.00 *****35.00

FILED
96 FEB 16 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Dis
NFS
2-19-96*

ARTICLES OF DISSOLUTION

FILED

96 FEB 16 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is HEALTH COUNSEL INCORPORATED

SECOND: The articles of incorporation were filed on 8/2/95

THIRD: (CHECK ONE)

- ☒ 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 (CHECK ONE)

- ☐ A majority of the incorporators authorized the dissolution.
☒ A majority of the directors authorized the dissolution.

Signed this 9TH day of FEBRUARY, 19 96

Signature THOMAS V. WALSH - President
(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

THOMAS V. WALSH Pres.
(Typed or printed name)
President
(Title)