

89 5000 612 38

ROBERT M. GREGORY  
ATTORNEY AT LAW  
901 PONCE de LEON BOULEVARD  
10th FLOOR-PENTHOUSE SUITE  
CORAL GABLES, FLORIDA 33134-3009

ROBERT M. GREGORY  
WILLIAM E. GREGORY

FILED  
AUG - 7 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE  
(305) 446-5144

August 3, 1995

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

500001554235  
-08/07/95--01051--013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Med Pro Marketing Specialists

Dear Secretary of State:

Enclosed please find check number 2048 in the amount of \$122.50 payable to the Secretary of State of Florida for the incorporation of MED PRO MARKETING SPECIALISTS. This check is to cover the filing fee, Certificate Designating Registered Agent, charter tax and certified copy of the charter documents. Also enclosed is the original and one copy of the Articles of Incorporation and Certificate of Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served along with the enclosed self-addressed, stamped envelope for your convenience in forwarding the certified copies of the requisite documents.

As my client is very eager to secure the name of MED PRO MARKETING SPECIALISTS for his business, time is of the essence and consequently, I would appreciate your immediate attention to this matter. If you have any questions with regard to this, please do not hesitate to contact me.

Very truly yours,

*William E. Gregory*  
WILLIAM E. GREGORY

WEG/em  
encls.

cc: Francis G. Fontneau, III

FILED  
1995 AUG - 7 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*W*

E. CHESSEB AUG 10 1995

**ARTICLES OF INCORPORATION  
OF**

**MED PRO MARKETING SPECIALISTS, INC.**

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is MED PRO MARKETING SPECIALISTS, Inc.

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State in Tallahassee, Florida.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 901 Ponce de Leon Boulevard, 10th Floor, Penthouse Suite, Coral Gables, Florida 33134. The name of the registered agent of this corporation is: WILLIAM E. GREGORY, ESQUIRE. The principal office of the corporation will be 3520 Berger Road, Lutz, Florida 33549.

FILED  
1965 AUG - 11 AM 9 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and address of the initial directors of this corporation are as follows:

FRANCIS G. FONTNEAU, III  
3520 Berger Road  
Lutz, Florida 33549

## **ARTICLE VII**

### **INCORPORATORS**

The name and address of the person signing these articles is:

FRANCIS G. FONTNEAU, III  
3520 Berger Road  
Lutz, Florida 33549

## **ARTICLE VIII**

### **PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE IX**

### **BY-LAWS**

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors.

## **ARTICLE X**

### **INDEMNIFICATION**

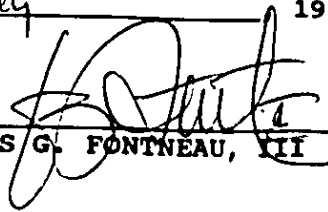
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**

**AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribers and Incorporators have executed these Articles of Incorporation at Lutz, Hillsborough County, Florida, for the use and purposes aforestated on this 27<sup>th</sup> day of July, 1995.

  
FRANCIS G. FONTNEAU, III

SWORN TO AND SUBSCRIBED before me on this 27<sup>th</sup> day of July, 1995.

  
NOTARY PUBLIC - STATE OF FLORIDA AT LARGE

My commission expires:



MAY HERNANDEZ  
My Commission CC385204  
Expires Jul. 25, 1996  
Bonded by MAI  
800-422-1555

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, MED PRO MARKETING SPECIALISTS desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Lutz, County of Hillsborough, State of Florida, has named WILLIAM E. GREGORY, ESQUIRE, located at 901 Ponce de Leon Boulevard, 10th Floor, Coral Gables, Florida, 33134, County of Dade, State of Florida, as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT;**

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: William E. Gregory  
WILLIAM E. GREGORY, ESQUIRE  
Registered Agent  
Fla. Bar No.: 0472107

FILED  
1995 AUG - 7 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA