

P95000068785  
TRANSMITTAL LETTER

RECEIVED  
STATE  
CORPORATIONS  
55 SEP - 1 11:20

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

SUBJECT: MediGrin, Incorporated  
(Proposed corporate name - must include suffix)

7000001576567  
-09/05/95--01005--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: ISAAC N JONES  
Name (printed or typed)

6314 GRAND BAHAMA Circle  
Address

TAMPA, FL 33605-4204  
City, State & Zip

813-885-7592  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

cg 9/7/95

**STATE OF FLORIDA**  
**ARTICLES OF INCORPORATION**  
**of**  
**MEDIGRIN, INCORPORATED**

FILED  
SECRETARY OF STATE  
CORPORATIONS  
95 SEP -1 11:10:20

**ARTICLE I**

**Name**

The name of this Corporation shall be: **MediGrin, Incorporated**

**ARTICLE II**

**Principal Office**

The principal place of business and mailing address of this corporation shall be:  
6314 Grand Bahama Circle, Tampa, Florida 33615-4204.

**ARTICLE III**

**Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**ARTICLE IV**

**Capital Stock**

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share, and 10,000 shares of Series A 12% Preferred Stock having a par value of \$1.00. The Preferred Stock shall be noncumulative, nonvoting and nonconvertible. A preference exists for these shares as to dividends paid, voluntary or involuntary liquidation of the Corporation, and redemption provisions. Such shares, if and when redeemed, shall be purchased by the Corporation at no less than one-hundred ten percent (110%) of book value as reflected on the Corporation's next quarterly financial report subsequent to notification of redemption. The Board of Directors will have the sole power to vote for redemption of any and all preferred stock issued and outstanding.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

## **ARTICLE V**

### **Term of Existence**

The effective date upon which this Corporation came into existence was September 1, 1995, and it shall exist perpetually thereafter unless dissolved according to law.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the registered office of this Corporation is 6314 Grand Bahama Circle, Tampa, Florida 33615-4204 and the name of the registered agent of this Corporation at that address is Isaac N. Jones.

## **ARTICLE VII**

### **Directors**

- A. The current number of Directors of the Corporation is four (4).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the members of the Board of Directors, who shall hold office until the next annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

Isaac N. Jones  
6314 Grand Bahama Circle  
Tampa, Florida 33615-4204

Janet Jones  
6314 Grand Bahama Circle  
Tampa, Florida 33615-4204

Diana L. Sylvestre, M.D.  
2 Fallon Place, No. 27  
San Francisco, CA 94133

Charles J. Homcy, M.D.  
2 Fallon Place, No. 27  
San Francisco, CA 94133

- F. Any Director may be removed from office, with or without cause, by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation.

- G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

## **ARTICLE VIII**

### **Lost or Destroyed Certificates**

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

## **ARTICLE IX**

### **Noncompetition**

No officer of this Corporation shall enter into any agreement during employment with this Corporation, or for a period of eighteen (18) months subsequent to departure with this Corporation enter into, obligate oneself or otherwise participate in a formation of a company which will compete in any fashion with similar services or products of this Corporation.

## **ARTICLE X**

### **Redemption**

The common shares of this Corporation shall be subject to the right of the Shareholders to require redemption of, or the Corporation to redeem any of such shares outstanding when a fifty-one percent (51%) or greater vote in favor of such action is proposed and passed at a Shareholders' meeting. Notification in writing of intention to redeem such shares subsequent to approval, shall be made to those holding such shares not less than sixty (60) days of the date of redemption. Consideration for such shares shall be determined and approved by the Board of Directors, but in no case less than the book value per share determined by subtracting total liabilities from total assets, and dividing the remainder by the total number of common shares issued and outstanding.

## **ARTICLE XI**

### **Amendment to Articles**

These Articles of Incorporation may be amended in any manner provided by law.

## **ARTICLE XII**

### **Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by a two-thirds (2/3) vote of the Shareholders, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE XIII**

**Incorporators**

The names and street addresses of the incorporators to these Articles of Incorporation are:

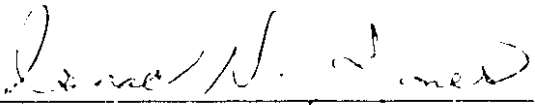
Isaac N. Jones  
6314 Grand Bahama Circle  
Tampa, Florida 33615-4204

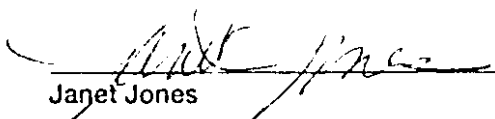
Janet Jones  
6314 Grand Bahama Circle  
Tampa, Florida 33615-4204

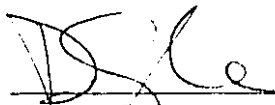
Diana L. Sylvestre, M.D.  
2 Fallon Place, No. 27  
San Francisco, CA 94133

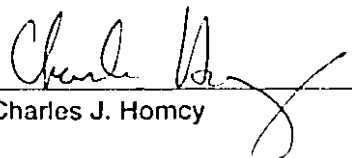
Charles J. Homcy, M.D.  
2 Fallon Place, No. 27  
San Francisco, CA 94133

The undersigned incorporators have executed these Articles of Incorporation this 23rd day of August, 1995.

  
\_\_\_\_\_  
Isaac N. Jones

  
\_\_\_\_\_  
Janet Jones

  
\_\_\_\_\_  
Diana L. Sylvestre

  
\_\_\_\_\_  
Charles J. Homcy

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
STATE  
CORPORATIONS  
05 SEP -1 11:10:20

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **MediGrin, Incorporated**
2. The name and address of the registered agent and office is:

Isaac N. Jones  
6314 Grand Bahama Circle  
Tampa, Florida 33615-4204

*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 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.*

Isaac N. Jones  
(SIGNATURE)

Aug 23, 1995  
DATE