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ACCOUNT NO. : 072100000032

REFERENCE : 683163 85036A

AUTHORIZATION

COST LIMIT : \$ 122.50

Patricia Project

ORDER DATE : September 15, 1995

ORDER TIME : 10:34 AM

ORDER NO. : 683163

CUSTOMER NO: 85036A

CUSTOMER: Norma Mcgrath, Legal Assistant
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

EFFECTIVE DATE
SEP 18 1995

800001586078

DOMESTIC FILING

NAME: LIFELINE BILLING CORPORATION

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: T. BROWN SEP 15 1995

FILED
95 SEP 15 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FL 32304

EFFECTIVE DATE
SEP 18 1995

FILED
95 SEP 15 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LIFELINE BILLING CORPORATION

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is **LIFELINE BILLING CORPORATION**

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

7235 Bryan Dairy Road, Largo, Florida 34647.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: A. R. Neal, Esq.

Address: 13577 Feather Sound Drive, Suite 300,
Clearwater, Florida 34622

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: A. R. Neal, Esq.

Address: 13577 Feather Sound Drive, Suite 300,
Clearwater, Florida 34622.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VI.

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than one nor more than nine Directors elected by the holders of a majority of the issued and outstanding shares of the common stock. The number of Directors may be increased or decreased from time to time upon voting of the shareholders, but the number of Directors shall never be less than one.

ARTICLE VII.

HIGH QUORUM AND VOTING RIGHTS

- A. The attendance at a duly called meeting of the Shareholders by Shareholders holding **two-thirds** (2/3) of the issued and outstanding shares of stock eligible to vote shall constitute a quorum.
- B. On all corporate matters as to which Shareholders vote, such matters shall be deemed approved when approved at a meeting of the Shareholders by Shareholders holding **two-thirds** (2/3) of the issued and outstanding shares of stock eligible to vote who are in attendance at such meeting.

ARTICLE VIII.

SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE IX.

FUNDAMENTAL CHANGES

The following matters are deemed "Fundamental Changes" and are reserved to the decision of the Shareholders holding **SEVENTY-FIVE PERCENT (75%)** or more of the issued and outstanding shares of stock eligible to vote, with or without recommendation by the Board of Directors.

- A. Amendment. Amendment of the Charter or Bylaws. except as to ministerial matters, if any, reserved to the Board of Directors under the Bylaws.
- B. Liquidation. Liquidation or dissolution of the Corporation.
- C. Sale, etc. Sale, lease or other disposition of all or substantially all of the assets other than in the ordinary course of business, whether or not the sale, lease or other disposition is in a single transaction or a series of related transactions.
- D. Merger. Merger or consolidation of the Corporation.
- E. Bankruptcy. Voluntary bankruptcy or receivership of the Corporation.
- F. Employment. Employment of (or involuntary termination of employment of) and compensation to any stockholder employee.
- G. Loans, etc. Loans or advances to or from, or leases, purchases or transfers of tangible or intangible property (real or personal or mixed) from, Shareholders, Officers, Directors or members of their families or their affiliates.
- H. Other Contracts. Other contracts with any of the Officers, Directors, employees, Shareholders, or affiliates of any of them.
- I. Stock Splits or Dividends. Stock splits or dividends, whether in cash, property, or shares of stock; provided, however, if the Corporation is an S corporation, the provisions of the Bylaws on S corporation dividends shall prevail.
- J. Director Deadlock. Resolution of Board of Director deadlock.

ARTICLE X.

PREEMPTIVE RIGHTS

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE XI.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective September 18, 1995.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 14th day of September, 1995, for the purpose of organizing this Corporation under the laws of the State of Florida.

A. R. Neal
A. R. Neal, Esq.

ACKNOWLEDGMENT:

Having been named to accept service 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. Date: September 14, 1995.

A. R. Neal
A. R. Neal, Esq.