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FLORIDA DIVISION OF CORPORATIONS  
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STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-

FAX: (904) 922-4000

CONTACT: RAY STORMONT  
PHONE: (305) 641-3694  
FAX: (305) 641-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PACIFIC HEALTHCARE GROUP, INC.

FAX AUDIT NUMBER: H98000000682

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/10/1996

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**ARTICLES OF INCORPORATION**

**ARTICLE I.  
CORPORATE NAME**

The name of the corporation is:

**PACIFIC HEALTHCARE GROUP, INC.**

**ARTICLE II.  
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is any and all business permitted under the laws of the State of Florida.

**ARTICLE III.  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00.

**ARTICLE IV.  
TERM OF EXISTENCE**

This corporation shall be in perpetual existence. The effective date of this Corporation shall be the date of its registration with the Secretary of State.

**ARTICLE V.  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be:

Registered Agent:  
Address:

Richard Helmer  
2425 East Commercial Blvd.  
Suite 402  
Ft. Lauderdale, Florida 33308

Principle Office:

2425 East Commercial Blvd.  
Suite 402  
Ft. Lauderdale, Florida 33308

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

Prepared by:  
John C. Carran, Esquire  
8100 N. University Drive  
Suite 202  
Florida Bar No.: 892640  
(305) 724-2000

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**ARTICLE VI  
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

**ARTICLE VII  
INITIAL DIRECTORS**

**Name:**

Richard Holmer

**Address:**

1620 S. Ocean Boulevard  
Apartment 4A  
Pompano Beach, Florida 33062

**ARTICLE VIII  
INCORPORATOR**

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

**Name:**

Richard Holmer

**Address:**

1620 S. Ocean Boulevard  
Apartment 4A  
Pompano Beach, Florida 33062

**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.  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote.

Prepared by:  
John C. Curran, Esquire  
9100 N. University Drive  
Suite 205  
Florida Bar No.: 892600

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unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has executed these Articles of Incorporation on this 5<sup>th</sup> day of January, 1996.

*Richard Helmer*  
Incorporator

**CERTIFICATE 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 Florida Statutes, section 607 and section 48.091, the following is submitted in compliance with said sections.

**PACIFIC HEALTHCARE GROUP, INC.**, desiring to organize under the laws of the State of Florida, designates as its agent to accept process within this State, Richard Helmer, with its agent's office as indicated in the Certificate of Incorporation, at City of Fort Lauderdale, County of Broward, located at 2425 East Commercial Blvd., Suite 402, Fort Lauderdale, Florida 33308.

**ACKNOWLEDGEMENT:** Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping said office open.

*Richard Helmer*  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF BROWARD )

**BEFORE ME**, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared, the incorporator, Richard Helmer, who produced

Prepared by:  
John C. Carras, Esquire  
8100 N. University Drive  
Suite 302  
Florida Bar No.: 822622

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his \_\_\_\_\_ number \_\_\_\_\_ as identification, and  
who is known to me to be the person who executed the foregoing Articles of Incorporation, and  
he acknowledged before me that he executed those Articles of Incorporation.

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Person Having Signature Notarized

  
Notary Public

My Commission Expires:



JOHN C. CURRAN  
My Commission Expires May 06, 1999  
Bonded by HAI  
888-428-1855

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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Prepared by:  
John C. Curran, Esquire  
2100 N. University Drive  
Suite 208  
Florida Bar No.: 992660

PACIFIC HEALTHCARE GROUP, INC.

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PA6000004636

July 17, 1997

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

Reference Number: P96000004636

Dear Sir or Madame:

Please note that the address for all mailing for Pacific Healthcare Group, Inc. is:

**2425 East Commercial Blvd., Suite 402  
Ft. Lauderdale, FL 33308**

This is the same address for the Registered Agent and Principle Office on file with your office. This address applies to me, Richard Helmer, as the Director of the Company as well. This would be a change from my previous address at:

1620 S. Ocean Blvd., Apt. 4A  
Pompano Beach, 33062

If you should have any questions, please feel to contact me by letter or phone. Your attention to this matter is greatly appreciated.

Sincerely,



Richard Helmer

Kelly  
7/24

**OFFICER ADDRESS CHANGE ONLY**

2454 EAST COMMERCIAL BLVD. SUITE 402  
FT. LAUDERDALE FL 33308  
PHONE: 954 351 9363  
FAX: 954 771 4789