

P96000007499

18 January 1996

TO: FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
POBox 6327
TALLAHASSEE, FLORIDA 32314

RE: STATEWIDE ASSOCIATES, INC.
CHOICE COMPONENTS, INC.
NICKELL ANESTHESIA SERVICES, INC.
MILESTONE FINANCIAL SERVICES, INC.
BETTER BUSINESS INSTITUTE, INC. (NOT FOR PROFIT)

Please find enclosed 2 copies of the Articles of Incorporation and the necessary fees. Please record same and return the issued State Charter or other Certification to my attention. A certified copy is not required at this time. Should you require anything further, please feel free to call me at 407-330-0991.

Thank you for your assistance and attention in this matter.

Respectfully,

BYRON L. RAMBO
RAMBO & COMPANY, P.A.
212 NORTH PARK AVE
SANFORD, FLORIDA 32771
407-330-0991

300001683539
-01/19/96--01075--012
****350.00 *****70.00

Office Use Only

DMC
1-24-96

EFFECTIVE DATE
1-15-96

FILED
96 JAN 19 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-15-96

FILED

**ARTICLES OF INCORPORATION
FOR A CORPORATION FOR PROFIT**

96 JAN 19 PM 2:03

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned, the incorporator of the corporation, organized under the laws of the State of Florida, submits the following document in Florida designating the registered office/registered agent, in the State of Florida.

ARTICLE 1:

A. NAME AND ADDRESS OF THIS CORPORATION:

Nickell Anesthesia Services, Inc.
36 Dresden Circle
Ormond Beach, Florida 32174

B. AUTHORIZED SHARES, MAXIMUM NUMBER AND PAR VALUE PER SHARE:

One thousand shares (1000) at One Dollar (\$1.00)
(as membership certificates)

C. INCORPORATOR/INITIAL DIRECTOR/REGISTERED AGENT AND ADDRESS:

Peggy Nickell
36 Dresden Circle
Ormond Beach, Florida 32174

ARTICLE 2: AUTHORIZED SHARES OF STOCK

All or any portion of the stock of this Corporation may be issued for cash, property, services, or rights, or any other thing having value at least equal to the full value of the stock being issued. Neither promissory notes nor future services shall constitute part or full payment for the issuance of such shares. All issued shares shall be fully paid and non-assessable as though fully paid for in cash. The shareholders shall be the judges of the value of their property, rights, etc., exchanged for the subject shares and their judgment shall be conclusive. The stockholders shall have the right to increase the amount of authorized shares, either with or without nominal or par value and to provide the designation, preference, voting power of, and any other restrictions on the same.

ARTICLE 3: CORPORATE PURPOSES AND POWERS

This Corporation shall have all powers conferred upon such corporations by the State of Florida as amended from time to time and may engage in any business or activity allowed by law.

ARTICLE 4: CORPORATE COMMENCEMENT AND EXISTENCE

This Corporation shall exist in perpetuity, and shall commence on the date of execution of these Articles if the same shall be filed with the Secretary of the State of Florida within five (5) days of said execution. If the Articles are not filed within five (5) days of execution, then the Corporation shall commence on the date filed with the Secretary of the State of Florida.

ARTICLE 5: STATED CAPITAL

The stated capital of this Corporation shall be the sum of the par value of all shares having par value that have been issued and not canceled. The amount of the consideration received by the corporation for all shares of this Corporation without par value that have been issued, except such part of the consideration thereof, that has been allocated to capital surplus in a manner permitted by law; and such amounts not included immediately above that had not been transferred to stated capital of this corporation, whether upon the issue of shares as a share dividend or otherwise, minus all deductions from the sums that have been effected in a manner by law.

ARTICLE 6: AMENDMENTS TO ARTICLES

Every amendment to the Articles shall be upon a majority vote of all shareholders entitled to vote a meeting called for such purposes.

ARTICLE 7: STOCKHOLDERS ACTING IN LIEU OF DIRECTORS

The following shall apply to stockholders acting in lieu of directors.

- (a) The business of this Corporation shall be conducted by the shareholders acting in lieu of a Board of Directors. The stockholders shall be deemed directors upon their purchase and the issuance of stock certificates by the Corporation. Any action required by law to be performed by directors shall be taken by the shareholders acting as directors.
- (b) The initial Director(s) shall hold the organizational meeting of this Corporation or otherwise certify that such was done and conducted.
- (c) Any action of the stockholders may be taken without a formal meeting of the same, provided that all shareholders entitled to vote sign such consent, as if such meeting had been held. The signed consent shall be deemed to be a unanimous vote of the shareholders.
- (d) By mutual consent, the shareholders may limit the transfer, pledging, devising, and bequeathing of the stock of this Corporation and all other matters permitted by law.
- (e) Treasury shares or other un-issued shares may be issued for securities of this Corporation convertible into a right to subscribe or acquire shares of this Corporation and containing such conditions or rights including permitting rights, as the shareholders may deem proper.
- (f) The shareholders of this Corporation may approve the reasonable charges and expenses of incorporating this Corporation, including all fees and costs and the reasonable expenses and compensation for the sale or underwriting of the shares of this Corporation. The same may be allowed to be paid out of the consideration received by the Corporation for the issuance of the shares without thereby impairing the fully paid and non-assessable status of such shares.

ARTICLE 8: OFFICERS

In addition to the shareholders, the business of this corporation shall be conducted by such officers as may be set forth in the by-laws of this Corporation.

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.

Peggy Nickell
INCORPORATOR/REGISTERED
AGENT and INITIAL DIRECTOR

DATE: 1-15-96

FILED
96 JAN 19 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-end-

P96000007499

Peggy Nickell
36 Dresden Circle
Ormond Beach, Florida 32174

City/State/Zip

Phone #

11000117216141
-02/22/96--01000--0003
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
96 FEB 22 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS FEB 26 1996

Voldis

ARTICLES OF DISSOLUTION

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

FILED
96 FEB 22 AM 9:50
CLERK OF THE JUDICIAL COUNCIL
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is NICKELL ANESTHESIA SERVICES, INC.

SECOND: The articles of incorporation were filed on JANUARY 19, 1996

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 17 day of February, 1996

Signature

Peggy Ann Nickell

(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)

Peggy Ann Nickell

(Typed or printed name)

Director / President of Nickell Anesthesia Services, Inc.

(Title)