

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Orini: Health-care, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend., File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kill		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		

SUBTOTALS \_\_\_\_\_

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_

BY [Signature] CK No. \_\_\_\_\_

WALK-IN  
Will Pick Up 1/26 12:00

*Dmc*  
*1-26-96*

96 JAN 26 AM 10:50  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JAN 26 AM 10:09  
DIVISION OF CORPORATIONS  
RECEIVED

ARTICLES OF INCORPORATION

OF

OMNI HEALTHCARE, INC.

**FILED**

96 JAN 26 AM 10:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is OMNI HEALTHCARE, INC.  
located at Sheridan Professional Center, 95 Bulldog Boulevard,  
Suite 100, Melbourne, Florida 32901.

ARTICLE II - DURATION

This corporation shall have a perpetual existence  
commencing upon the filing of these Articles of Incorporation by  
the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or  
promoted are: To manufacture, design, construct, own, use, buy,  
sell, lease, hire and deal in and with articles and property of all  
kinds and to render services of all kinds, and to engage in any  
lawful act or activity for which corporations may be organized  
under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares  
of \$0.01 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 516 N. Harbor City Boulevard, Melbourne, Florida 32935, and the name of the initial registered agent of this corporation at that address is John R. Kancilia.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
John R. Kancilia	516 N. Harbor City Blvd Melbourne, FL 32935

ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
John R. Kancilia	516 N. Harbor City Blvd Melbourne, FL 32935

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote

of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

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

ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25<sup>th</sup> day of January, 1996.

  
\_\_\_\_\_  
John R. Kancilia

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
96 JAN 26 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

FIRST, that OMNI HEALTHCARE, INC., desiring to organize  
under the laws of the State of Florida, with its principal office  
as indicated by the Articles of Incorporation in the City of  
Melbourne, County of Brevard, State of Florida, has named John R.  
Kancilia, located at 516 N. Harbor City Boulevard, Melbourne, FL  
32935, as its agent to accept service of process within this State.

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 provisions of said Act relative to keeping open  
said office.

  
\_\_\_\_\_  
JOHN R. KANCILIA

Jun-09-97 02:21P

P96000008236

6/09/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:10 PM

(((H97000009438 7)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000  
FROM: O'BRIEN, RIEMENSCHNEIDER, KANCILLA & LEMONID  
ACCT#: 105204000476

CONTACT: JAMES M O'BRIEN  
PHONE: (407)728-2800  
FAX #: (407)728-0002

NAME: OMNI HEALTHCARE, INC.

AUDIT NUMBER.....H97000009438  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
PAGES.....1  
CERT. COPIES.....1  
DEL.METHOD.....FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

6/09/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC PROCESSING MENU

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--KEY--

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2. REQUEST COR ELECTRONIC FILING DOCUMENT TYPE
3. REQUEST COR ELECTRONIC CERTIFICATE CORPORATE DOCUMENT  
NUMBER
4. ALTER DEFAULTS FOR THIS SESSION \*\*\* NO KEY \*\*\*
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7. UCC ELECTRONIC FILING MENU \*\*\* NO KEY \*\*\*
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9. RETURN TO MAIN MENU \*\*\* NO KEY \*\*\*

RECEIVED  
JUN-9 6-25 PM 2:52  
SIGN OF CONFIRMATION

Name  
Change DC  
6-11-97

FILED  
JUN 11 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Najdra H. Morham  
Secretary of State

June 10, 1997

OMNI HEALTHCARE, INC.  
SHERRIDAN PROFESSIONAL CENTER  
95 BULLDOG BOULEVARD SUITE 100  
MELBOURNE, FL 32901

SUBJECT: OMNI HEALTHCARE, INC.  
REF: P96000009236

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

RECEIVED  
JUN 11 AM 11:41  
6/09/97  
FLORIDA DIVISION OF CORPORATIONS

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:10 PM

2(((H97000009438 7)))T

DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM:

O'BRIEN, RIEMENSCHNEIDER, KANCILIA & LEMONID

ACCT#:

105204000476

CONTACT: JAMES M O'BRIEN  
PHONE: (407)728-2800  
FAX #: (407)728-0002

NAME: OMNI HEALTHCARE, INC.

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6/09/97

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AUDIT NUMBER H97000009438

**AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
OMNI HEALTHCARE, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, and its Articles of Incorporation, the undersigned corporation adopts the following Amendment to its Articles of Incorporation, as originally filed with the Secretary of State of the State of Florida on January 26, 1996.

FILED  
97 APR 11 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- I. The name of the Corporation is OMNI HEALTHCARE, INC.
- II. The following amendment to the Articles of Incorporation was adopted by the corporation:

A. Article I is hereby amended by altering it in its entirety so as to read:

**"ARTICLE I - NAME**

The name of this corporation shall be INTERIM MEDICINE, INC."

III. The amendment to the Articles of Incorporation was adopted pursuant to section 607.1005, Florida Statutes, wherein the Incorporator may amend the Articles of Incorporation if shares have not yet been issued.

IV. The above Amendment does not require shareholder approval, as shares have not yet been issued.

V. The above Amendment was adopted by the Incorporator on the 29th day of April, 1997.

OMNI HEALTHCARE, INC.

By:

  
John R. Kancilia, Incorporator

Florida Bar No. 0381195  
O'Brien, Riemenschneider,  
Kancilia & Lemonidis, P.A.  
1686 West Hibiscus Blvd.  
Melbourne, FL 32901  
(407)728-2800  
(407)728-0002 (FAX)

AUDIT NUMBER H97000009438