

P 9 6 0 0 0 0 0 9 3 0 2

CHARTER NUMBER ONLY

11/29/96

S Numerere Shumiree

Requester's Name

2900 middle St. 2nd Fl

Address

Coconut Grove, FL 33133

City

State

ZIP

Phone

VALIDATION ONLY

FILED  
96 JAN 30 PM 1:08  
TALLAHASSEE, FLORIDA

40000017011014  
-01730296--01042--018  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Physicians Directory, Inc.



Toll Free: 1-800-432-3028

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

CERTIFIED  
COPY

8. CHASSER 111. 3. 0 1996

RECEIVED  
96 JAN 30 AM 10:42  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
PHYSICIANS DIRECTORY, INC.**

FILED  
95 JAN 30 PM 1:06  
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

**I.**

The name of the corporation shall be **PHYSICIANS DIRECTORY, INC.**

**II.**

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To engage in the business providing web hosting and site development on the internet for physicians.

B. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

C. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or

Gordon Shumner, Esquire  
2900 Middle Street, Second Floor  
Coconut Grove, FL 33133  
Telephone: (305) 446-3440  
Florida Bar No. 508871

evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

D. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

E. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### III.

The number of shares of stock that this corporation is authorized to have

outstanding at any time is 100 shares at \$.01 par value.

**IV.**

The existence of this corporation shall be perpetual.

**V.**

The initial office of this corporation shall be located at **2900 S.W. 28th Terrace, Miami, Florida 33133.**

**VI.**

The Board of Directors of this corporation shall consist of not less than one (1) and not more than two (2) members.

**VII.**

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, and the number of shares of stock each agrees to take, the amount of capital with which this corporation shall begin business, are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>SHARES AMOUNT</b>
<b>MICHELLE SHUMINER</b>	<b>2900 S.W. 28th Terrace Miami, FL 33133</b>	<b>50</b>
<b>JUAN C. VICTORERO</b>	<b>6481 S.W. 81st Street Miami, Florida 33155</b>	<b>50</b>

**VIII.**

The registered agent and the registered office for this corporation are: **GORDON**

Gordon Shuminer, Esquire  
2900 Middle Street, Second Floor  
Coconut Grove, FL 33133  
Telephone: (305) 446-3440  
Florida Bar No. 508871

**SHUMINER, 2900 Middle Street, 2nd Floor, Miami, FL 33133.**

**IX.**

The name and address of the incorporator of these Articles of Incorporation is:

**MICHELLE SHUMINER, 2900 S.W. 28th Terrace, Miami, FL 33133.**

**X.**

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

<b>PRESIDENT</b>	<b>JEFFREY SHUMINER</b>
<b>VICE-PRESIDENT</b>	<b>JUAN C. VICTORERO</b>
<b>SECRETARY</b>	<b>JEFFREY SHUMINER</b>
<b>TREASURER</b>	<b>JUAN C. VICTERORO</b>

**XI.**

**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
\_\_\_\_\_  
**GORDON SHUMINER**

**XII.**

This corporation shall be initially governed by the stockholders, notwithstanding

Gordon Shuminer, Esquire  
2900 Middle Street, Second Floor  
Coconut Grove, FL 33133  
Telephone: (305) 446-3440  
Florida Bar No. 508871

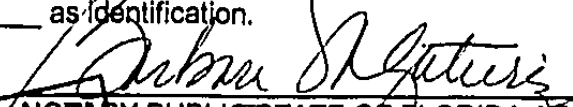
other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.


WITNESS my hand and seal this 26 day of January, 1996.

  
JUAN C. VICTORERO, Incorporator

STATE OF FLORIDA     )  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this 26 day of January, 1996, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared JUAN C. VICTORERO,        who is personally known to me, or        who produced        as identification.

  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
NAME: BARBARA M. GUTIERREZ  
COMMISSION NO.:                       
EXPIRATION DATE:                     

  
Gordon Shumlin, Esquire  
2900 Middle Street, Second Floor  
Coconut Grove, FL 33133  
Telephone: (305) 446-3440  
Florida Bar No. 508871

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH  
PROCESS MAY BE SERVED**

In compliance with Chapter 607.034 Florida Statutes, the following is submitted:

FIRST, PHYSICIANS DIRECTORY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named GORDON SHUMINER, ESQUIRE, located at 2900 Middle Street, Second Floor, Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

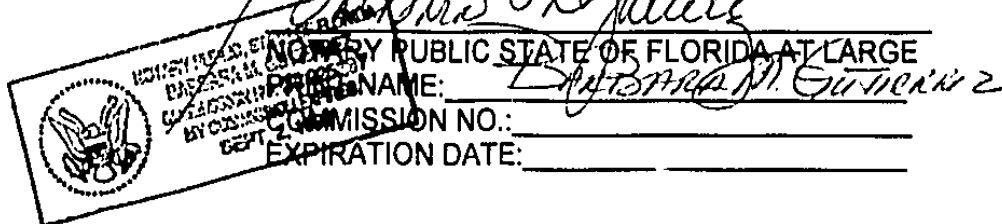
**ACKNOWLEDGEMENT**

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 Act relative to keeping open said office.

  
GORDON SHUMINER, ESQUIRE  
Registered Agent

STATE OF FLORIDA     )  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this 30 day of August, 1995, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared GORDON SHUMINER, ✓ who is personally known to me, or        who produced        as identification.



Gordon Shuminer, Esquire  
2900 Middle Street, Second Floor  
Coconut Grove, FL 33133  
Telephone: (305) 446-3440  
Florida Bar No. 508871