

P96000015402

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96 JAN 30 AM 11:12
DIVISION OF CORPORATION
AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

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96 JAN 30 AM 11:12
DIVISION OF CORPORATION
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OFFICE USE ONLY

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

1. DIAGNOSTICS ASSOCIATES, INC. W96-2304
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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

NEW FILINGS	
<input checked="" 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 FEB 20 AM 10:46

2-21-96
Examiner's Initials WJW



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1996

AMERILAWYER
343 ALMERIA AVENUE
CORAL GABLES, FL 33134

SUBJECT: DIAGNOSTICS ASSOCIATES, INC.
Ref. Number: W96000002306

We have received your document for DIAGNOSTICS ASSOCIATES, INC. and your check(s) totaling \$1050.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Vickie Whitfield
Corporate Specialist

Letter Number: 696A00004098

AMERILAWYER®
 (Requestor's Name)
 343 ALMERIA AVENUE
 (Address)
 CORAL GABLES, FL 33134 - (305) 445-2700
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

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

1. NATIONAL DIAGNOSTICS ASSOCIATES, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
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<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 FEB 29 AM 10:45

Examiner's Initials

ARTICLES OF INCORPORATION
OF
NATIONAL DIAGNOSTICS ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **NATIONAL DIAGNOSTICS ASSOCIATES, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 10211 West Sample Road, Suite 104, Coral Springs, Florida 33065 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	John S. McCoy
Secretary:	John S. McCoy
Treasurer:	John S. McCoy

whose addresses shall be the same as the principal address of the Corporation.

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95 FEB 20 AM 10:46
CORPORATIONS



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

John S. McCoy

whose addresses shall be the same as the principal address of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer[®] Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer[®] Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

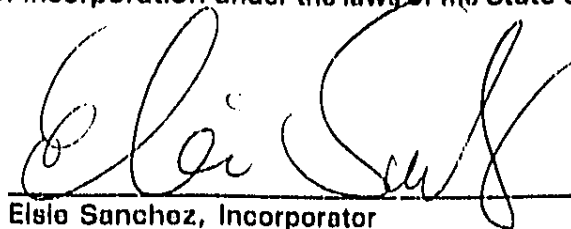
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19 February 1996.


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

AmeriLawyer® Chartered


By: _____
Natalia Litreva, Vice President

ARTESINC.SUB

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DIVISION OF CORPORATIONS
56 FEB 20 AM 10:46



AMERILAWYER®

343 ALMERIA AVENUE / CORAL GABLES, FL 33134 / TELEPHONE (305) 445-2700 / (800) 603-3900 / FACSIMILE (305) 447-8900
MAILING ADDRESS: POST OFFICE BOX 144479 / CORAL GABLES, FL 33114-4479

P96000015962

National Diagnostics
10211 West Sample Rd. #104
Coral Springs FL 33065

FILED
96 APR 29 AM 7:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS

~~W46~~ 8052

N/C

VS MAY 2 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 16, 1996

NATIONAL DIAGNOSTICS
10211 W. SAMPLE RD., #104
CORAL SPRINGS, FL 33065

SUBJECT: NATIONAL DIAGNOSTICS ASSOCIATES, INC.
Ref. Number: P96000015962

We have received your document for NATIONAL DIAGNOSTICS ASSOCIATES, INC.. However, the document has not been filed and is being returned for the following:

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 796A00017597

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95 APR 22 AM 8:57
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1996

NATIONAL DIAGNOSTICS
10211 WEST SAMPLE ROAD, #104
CORAL SPRINGS, FL 33065

SUBJECT: NATIONAL DIAGNOSTICS ASSOCIATES, INC.
Ref. Number: P96000015962

We have received your document for NATIONAL DIAGNOSTICS ASSOCIATES, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The date of adoption of each amendment must be included in the document.

Please check the spelling of enhancement in your new corporate name, do you want it spelled without the first e?

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 896A00019346

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96 APR 29 PM 1:08
DIVISION OF CORPORATIONS

To whom it May Concern,

I Apologize for the
Mistake's to my amendment,
If you have any more
Questions you can contact
me at (305) 346-9770

John Sm

P.S. I've corrected the
spelling of enhancement.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
96 APR 29 AM 7:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

National Diagnostic Associates INC
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment (s) adopted: (Indicate article numbers being amended, added or deleted)

RESOLVED THAT THE NAME OF THE CORPORATION BE AND HEREBY IS
CHANGED TO: Physician ENHANCEMENT SERVICES INC.

PURPOSE CLAUSE: THIS CORPORATION IS FORMED FOR THE PURPOSE OF
RENDERING BILLING, COLLECTION, AND DIAGNOSTIC SERVICES FOR
HEALTHCARE PROFESSIONALS AND FACILITIES.

SECOND : If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption:

March 30th 1996

FOURTH: Adoption of amendments (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by:

☐ The amendment(s) was/were adopted by the board of directors without shareholders action and shareholders action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day March 30, 1996

Signature

[Signature] Pres

(by the Chairman or Vice Chairman, of the Board of Directors, President or other officer if adopted by the shareholder)

or

(by a director if adopted by the directors)

or

(By an incorporator if adopted by the incorporators)

[Signature]

John S. McCoy

President
(title)