

P96000018268

2/28/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

9:30 AM

((H96000002797)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL IN  
401 OCEAN DR  
SUITE 312  
MIAMI BEACH FL 33139-0000

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305) 672-0686

FAX: (305) 672-9110

((H96000002797)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: RISK ASSESSMENT SYSTEM, INC.

FAX AUDIT NUMBER: H96000002797

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/28/1996

TIME REQUESTED: 09:30:54

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 073171003004

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STATE  
TALLAHASSEE, FLORIDA  
96 FEB 28 AM 11:53

FLORIDA DIVISION OF CORPORATIONS

96 FEB 28 AM 11:20

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H96000002797

**Articles of Incorporation  
of  
Risk Assessment System, Inc.**

**Article I. Name**

The name of this Florida corporation is:  
Risk Assessment System, Inc.

**Article II. Address**

The mailing address of the Corporation is:  
Risk Assessment System, Inc.  
P.O. Box 669  
Palm Beach FL 33480

**Article III. Capital Stock**

The Corporation shall have the authority to issue 20,000,000 shares of common stock, par value .001 per share.  
Additionally, the Corporation shall have the authority to issue 1,000,000 shares of preferred stock, par value .001 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:  
Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard, Suite 211  
Palm Beach Gardens FL 33418

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0686

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FEB 23 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Dale Frinfrock

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 28, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on February 28, 1996

Corporate Creations International Inc.

By: Joseph P. Mata  
Joseph P. Mata Vice President

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**

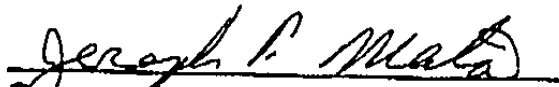
Risk Assessment System, Inc.

**REGISTERED AGENT:**

Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard, Suite 211  
Palm Beach Gardens FL 33418

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28 FEB 28 AM 11:53  
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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Corporate Creations Enterprises, Inc.  
Joseph P. Mata, Vice President

Date: February 28, 1996

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0886

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5/04/96  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
FROM: CORPORATE CREATIONS INTERNATIONAL INC  
401 OCEAN DR  
SUITE 312  
MIAMI BEACH FL 33139-0000000  
CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305) 672-0686  
FAX: (305) 672-9110  
DOCUMENT TYPE: BASIC AMENDMENT

NAME: RISK ASSESSMENT SYSTEM, INC.  
FAX AUDIT NUMBER: H96000007792  
DATE REQUESTED: 06/04/1996  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 2  
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CERTIFICATE OF STATUS: 0  
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TALLAHASSEE, FLORIDA

W96-11773

Corporation ✓  
Linda

DIVISION OF CORPORATIONS

96 JUN -4 PM 3:13

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Northam**  
**Secretary of State**

June 4, 1996

**RISK ASSESSMENT SYSTEM, INC.**  
**POST OFFICE BOX 669**  
**PALM BEACH, FL 33480**

**SUBJECT: RISK ASSESSMENT SYSTEM, INC.**  
**REF: F96000018268**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document is illegible and not acceptable for microfilming.

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 (804) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000007792  
Letter Number: 096200027865

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H96000007782

Articles of Amendment  
Changing Corporate Name From  
Risk Assessment System, Inc.  
to  
Health Evaluation Systems Corp.

FILED  
96 JUN -4 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is Risk Assessment System, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Risk Assessment System, Inc. to Health Evaluation Systems Corp.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on June 4, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned representative of the Corporation executed these Articles of Amendment on June 4, 1996.

Risk Assessment System, Inc.

By: 

Name: Dale B. Finfrock, Jr.

Title: President

Corporate Creations International Inc.  
401 Ocean Drive, Suite 12  
Miami Beach, FL 33139  
(305) 672-0580

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TOTAL P.01

# P96000018268

1/14/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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((H97000000772 8))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: HEALTH EVALUATION SYSTEMS CORP.

AUDIT NUMBER.....H97000000772

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 3

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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JAN 15 1997

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97 JAN 15 PM 1:18  
SECRET/STATE  
TALLAHASSEE, FLORIDA



## Articles of Amendment

### Article I. Name

The name of this Florida corporation is Health Evaluation Systems Corp. (the "Corporation").

### Article II. Amendment

The Articles of Incorporation of the Corporation are amended to include the following additional provisions:

#### Denial of Preemptive Rights

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

#### Amendment of Bylaws

Notwithstanding anything in these Articles of Incorporation, the Bylaws, or applicable state corporation law, the shareholders shall not adopt, modify, amend or repeal bylaws of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the Corporation entitled to vote thereon.

#### Shareholders

**Inspection of Books.** The Board of Directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

**Quorum.** The holders of shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.

**Required Vote.** Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

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97 JAN 15 PM 1:18  
SECRETARY OF STATE  
FLORIDA

### Liability and Indemnification of Directors and Officers

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its Bylaws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this Corporation against any contingency or peril as may be determined to be in the best interests of this Corporation, and to procure policies of insurance at this Corporation's expense.

### Contracts

No contract or other transaction between this Corporation and any person, firm or other company shall be affected by the fact that any other officer or director of this Corporation is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or in the future obtains a direct or indirect interest in such contract.

### Anti-Takeover Opt Out

The Corporation elects not to be governed by the Affiliated Transactions Statute, F.S. 607.0901, or any successor law. The Control Share Acquisitions Statute, F.S. 607.0902, or any successor law, shall not apply to control share acquisitions of shares of the Corporation.

### Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on January 14, 1997.

**Article IV. Shareholder Approval of Amendment**

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on January 14, 1997.

Health Evaluation Systems Corp.

By: 

Dale B. Finfrock, Jr.

Its: President

Corporate Creations International Inc.  
401 Ocean Drive, Suite 312  
Miami Beach, FL 33139  
(305) 672-0686

H97000000772

P96000018268

IN OFFICE OF  
ERIC P. LITTMAN, P.A.

1400 BRICKELL AVENUE

EIGHTH FLOOR

MIAMI, FLORIDA 33131

MARK J. DYHN  
OF COUNSEL

April 18, 1997

TEL: (305) 378-3388  
FAX: (305) 378-0880

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

Re: Amendment to Articles of Incorporation  
Health Evaluations Systems, Inc.

Gentlemen:

Enclosed please find and original and one copy Amendments to Articles of Incorporation of Health Evaluations Systems, Inc. Please return a certified copy to our office. Enclosed is a check in the amount of \$35.00 to cover the fees.

If anything further is needed, please do not hesitate to call our office.

Very truly yours,



Eric P. Littman

EPL/ijc

Enclosures

FILED  
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DIVISION OF CORPORATIONS  
97 APR 21 PM 4:15

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APR 28 1997

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 21 PM 4: 15

HEALTH EVALUATIONS SYSTEMS, INC.,

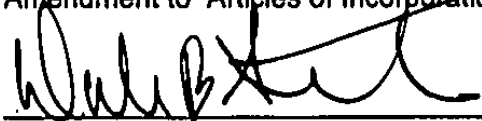
THE UNDERSIGNED, being the sole director of HEALTH EVALUATION SYSTEMS, INC., does hereby amend the Articles of Incorporation of HEALTH EVALUATION SYSTEMS, INC., as follows:

ARTICLE I  
NAME

Effective upon the date of filing of this amendment, the Name of the corporation shall be INTERMED SOLUTIONS, INC.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on APRIL 9, 1997 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on April 9, 1997.



Dale B. Finrock, Jr., President and Sole Director

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of April 1997, by Dale B. Finrock, Jr., who is personally known to me, or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public

My commission expires: