

P96000035688

CORPORATE OFFICES, INC.  
1106-D THOMASVILLE RD  
TALLAHASSEE, FL 32303  
(904) 222-2666

Requestor's Name

Address

City/State/Zip

Phone #

RECEIVED 79 3046  
04/24/96 101070-023  
\*\*\*\*\*140.00 \*\*\*\*\*70.00

Office Use Only

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

1. Retirement Holdings Medical Management  
(Corporation Name) (Document #)
2. of W.P.B., Inc.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 4/24/96

☒ Notified 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  
MAR 24 PM 3:18  
MAR 24 11:15  
TALLAHASSEE, FLORIDA

SAB  
4/24/96

**ARTICLES OF INCORPORATION**

**OF**

**RETIREMENT HOLDINGS MEDICAL MANAGEMENT OF W.P.B., INC.**

FILED

96 APR 24 PM 3:13

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida and states as follows:

**ARTICLE I**  
**NAME**

The name of the corporation is:

**RETIRMENT HOLDINGS MEDICAL MANAGEMENT OF W.P.B., INC.**

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office of the corporation is:

1045 Fairfax Circle West  
Boynton Beach, FL 33462

**ARTICLE III**  
**DURATION**

This corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

**ARTICLE IV**  
**PURPOSE**

This corporation is organized for the purposes of engaging in management services applying to, but not limited to, the following modalities including: MRI, mammography, ultra-sound, nuclear medicine, x-ray and cat scan; and specialized

financial transactions and investments; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to exercise those powers, rights, and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and for the purposes of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

#### ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1,000,000 shares of a common class stock with \$.10 par value per share.

#### ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial <sup>principle</sup> office of this Corporation is:

1045 Fairfax Circle West  
Boynton Beach, FL 33462

The name of the initial registered agent of this corporation at that address is:

Greg Youngs  
108 Paradise Harbor Blvd. # 402  
North Palm Beach, FL 33408

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have three directors initially. However, the number of directors may be either increased or diminished from time to time in accordance with this corporation's by-laws, but there shall never be less than one director. The name and address of the initial directors of this corporation are:

Anthony Scarcella  
1045 Fairfax Circle West  
Boynton Beach, FL 33462

Greg Youngs  
108 Paradise Harbor Blvd. # 402  
North Palm Beach, FL 33408

M.O. Simmons  
1220 North Ocean Blvd.  
Palm Beach, Florida 33480

**ARTICLE VIII**  
**INCORPORATOR**

The names and mailing addresses of the undersigned incorporators signing these Articles of Incorporation are:

Anthony Scarcella  
1045 Fairfax Circle West  
Boynton Beach, FL 33462

Greg Youngs  
108 Paradise Harbor Blvd. # 402  
North Palm Beach, FL 33408

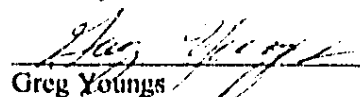
M.O. Simmons  
1220 North Ocean Blvd.  
Palm Beach, Florida 33480

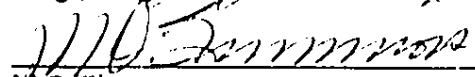
ARTICLE IX  
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of April 1996.

  
\_\_\_\_\_  
Anthony Scarcella

  
\_\_\_\_\_  
Greg Youngs

  
\_\_\_\_\_  
M.O. Simmons

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON  
WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for RETIREMENT HOLDINGS  
MEDICAL MANAGEMENT OF W.P.B., INC., at the place designated in its Articles of  
Incorporation, I agree to act in this capacity and to comply with the provisions of Section  
6907.0505 of the Florida Statutes.

DATED: April 23, 1996

  
\_\_\_\_\_  
Greg Youngs  
Registered Agent

FILED  
96 APR 24 PM 3:13  
CLERK OF DISTRICT COURT  
NORTH DAKOTA

# P96000035688

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

**WALK IN  
PICK UP**

9/10/96

*cm*

☐ CERTIFIED COPY

☐ CUS

☒ PHOTO COPY

☒ FILING

Dissolution

1.) Retirement Holdings Medical Management Company of  
(CORPORATE NAME & DOCUMENT #) W.P.B., Inc.

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

6.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

7.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

8.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

*Corrected 9/10  
per  
Cinda  
& Christi*

*John  
V. Dis*

600001143228  
-09/10/96--01013--025  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**FILED**  
96 SEP 10 AM 2:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**REMOVED**  
96 SEP 10 AM 10:42  
DIVISION OF CORPORATION

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## ARTICLES OF DISSOLUTION

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

FILED  
56 SEP 10 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FIRST:** The name of the corporation is **RETIREMENT HOLDING  
MEDICAL MANAGEMENT OF W.P.B., INC.**

**SECOND:** The articles of incorporation were filed on April 24, 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 6th day of September, 1996.

Signature: Anthony M. Scarcella

(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.)

Anthony M. Scarcella

(Typed or printed name)

INCORPORATOR / CHAIRMAN

(Title)