

P96000054934

**ASHLEY R. POLLOW, P.A.**

ATTORNEYS AND COUNSELLORS AT LAW

• ONE EXECUTIVE SUITE •

2225 CORPORATE BLVD., N.W., SUITE 140

BOCA RATON, FLORIDA 33431-7330

BOCA RATON (800) 444-1040

PALM BEACH (800) 388-0244

TELEPHONE (800) 444-2440

NATIONAL (800) 444-1040

ASHLEY R. POLLOW \*  
STUART A. LIPSONI  
PETER J. SNYDER †

\* ALSO ADMITTED TEXAS  
1984, J.D., LL.M. IN TAX LAW  
1988 ABOL, CPA, MBA, MS TAXATION, JD  
1990, MBA, ALSO ADMITTED CALIFORNIA

June 19, 1996

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

800001877148  
-06/26/96--01136--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation  
Total Doctors Network, Inc.

Dear Sir or Madam:

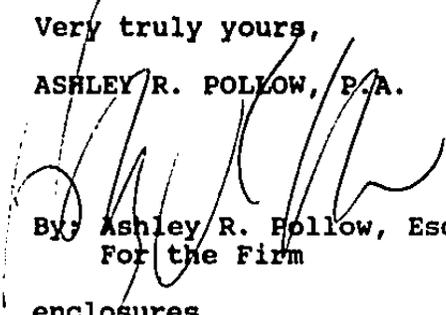
Enclosed please find the original and one copy of Total Doctors Network, Inc.'s Articles of Incorporation and a check for \$122.50, representing payment for the following:

Filing Fee	35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

Please file the original Articles of Incorporation and conform the copy. The conformed copy can be sent to the undersigned.  
thank you.

Very truly yours,

ASHLEY R. POLLOW, P.A.

By:  Ashley R. Pollock, Esquire  
For the Firm

enclosures

cc: Total Doctors Network, Inc.  
(w/o encl.)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
Total Doctors Network, Inc.

THE UNDERSIGNED, Mark Suto executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND MAILING ADDRESS

a. The name of this corporation shall be: Total Doctors Network, Inc.

b. The mailing address of this corporation shall be at:

2295 Corporate Blvd., Suite 145  
Boca Raton, FL 33431

c. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

a. The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000,000 shares, having an individual par value of \$.01 per share.

b. The capital stock may be paid for in property, labor, services or cash.

c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office: 2295 Corporate Blvd., Suite 145  
Boca Raton, Fl 33431

Registered Agent: Mark Suto

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of member or members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors is/are:

1. Gerald McNulley  
c/o 2295 Corporate Blvd., Suite 145  
Boca Raton, FL 33431
2. Mark W. Suto  
c/o 2295 Corporate Blvd., Suite 145  
Boca Raton, FL 33431
3. Michael V. Turano  
c/o 2295 Corporate Blvd., Suite 145  
Boca Raton, FL 33431
4. Grace T. Turano  
c/o 2295 Corporate Blvd., Suite 145  
Boca Raton, FL 33431

ARTICLE VIII - INCORPORATOR

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

NAME: Mark Suto  
ADDRESS: 2295 Corporate Blvd., Suite 145  
Boca Raton, FL 33431

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

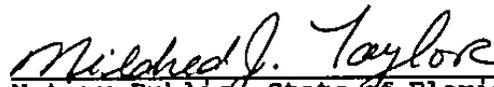
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 th day of January, 1996.

  
\_\_\_\_\_  
Mark Suto, Incorporator

STATE OF FLORIDA            )  
  )    SS:  
COUNTY OF PALM BEACH    )

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Mark Suto, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation; and

THE FOREGOING INSTRUMENT was acknowledged before me this 24 th day of June, 1996, by Mark Suto who is personally known to me or who has produced Florida Drivers License # \_\_\_\_\_ as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida  
NAME: MILDRED J. TAYLOR  
ADDRESS 2295 CORPORATE BLVD., NW  
SUITE 145 BOCA RATON, FL 33431  
Commission No.: CC 281605  
My commission expires:



OFFICIAL SEAL  
MILDRED J. TAYLOR  
My Commission Expires  
May 15, 1997  
Comm. No. CC 281605

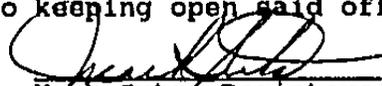
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Total Doctors Network, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Boca Raton, Palm Beach County, State of Florida, has named Mark Suto, located at 2295 Corporate Blvd., Suite 145, Boca Raton, Florida 33437 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at 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.



Mark Suto, Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 24th day of June, 1996, by Mark Suto who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.



Notary Public, State of Florida  
NAME: Mildred S. TAYLOR  
ADDRESS 2295 CORPORATE BLVD., NW  
SUITE 145 BOCA RATON, FL 33431  
Commission No.: CC 281605  
My commission expires:



OFFICIAL SEAL  
MILDRED J. TAYLOR  
My Commission Expires  
May 15, 1997  
Comm. No. CC 281605

SECRETARY OF STATE  
ALLAHASSEY FLORIDA

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# P96000054934

Stephen Seftenberg, Esq.  
Requestor's Name

2800 N. Flagler Dr. Suite 205  
Address

West Palm Beach, FL 33407  
City/State/Zip Phone #

Office Use Only

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

1. \_\_\_\_\_ (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 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 checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-02/18/97--01023--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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TALLAHASSEE, FLORIDA

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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

Examiner's Initials	
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Florida Department of State, Sandra B. Morthap, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation is Total Doctors Network, Inc.
2. The mailing address of the corporation is 13901 North U.S. Highway One, Suite 1, Juno Beach, FL 33408.
3. Date of incorporation/qualification: June 22, 1996 Document number P 96000054934
4. The name and address of the current registered agent and office:

Mark W. Suto
12189 North U.S. Highway One, Suite 2
North Palm Beach, FL 33408.

- 5. The name and address of the new registered agent and office (P.O. Box Not Acceptable)

Gerald P. McNulty
13901 North U.S. Highway One, Suite 1
Juno Beach, FL 33408.

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Gerald P. McNulty (Signature of an officer, chairman or vice chairman of the board)
President

1/22/97 (Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Gerald P. McNulty (Signature of Registered Agent)

1/22/97 (Date)

If signing on behalf of an entity:

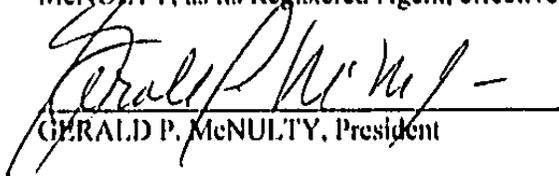
(Type or Printed Name)

(Capacity)

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE**

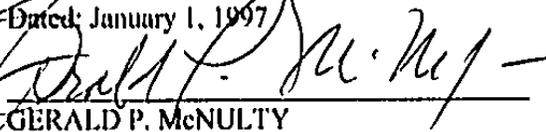
In compliance with Florida Statutes Sections 48.01 and 607.0501, the following is submitted:

Total Doctors Network, Inc., a Florida corporation, has designated 13901 North U.S. Highway One, Suite 1, Juno Beach, FL 33408, as its Registered Office, and GERALD P. McNULTY, as its Registered Agent, effective as of January 1, 1997

  
GERALD P. McNULTY, President

Having been designated Registered Agent for the above corporation, at the Designated Registered Office, the undersigned hereby accepts said appointment, as of the date set forth above, and agrees to comply with the provisions of Florida Statutes, Section 48.091, relative to keeping the office open.

Dated: January 1, 1997

  
GERALD P. McNULTY

Prepared by:  
Stephen L. Seftenberg, Esq.  
2800 North Flagler Drive, #205  
West Palm Beach, FL 33407  
Telephone: (561) 804-9970  
Facsimile: (561) 804-9518  
docnetw.cik\minutes\newagent