

P96000068955

G. Ulmer-Miller

Requestor's Name

440 Morris Rd.

Address

Monticello, FL 997-2658

City/State/Zip

Phone #

RECEIVED

96 AUG 19 PM 2:58

DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 19 PM 3:11

Office Use Only

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

1. AMERICAN-INTERNATIONAL TELEMEDICINE SYSTEMS, 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 |
| <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 |

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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

D. BROWN AUG 19 1996

**ARTICLES OF INCORPORATION
OF
AMERICAN-INTERNATIONAL TELEMEDICINE SYSTEMS, INC.**

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26 AUG 19 3:11 PM

The undersigned, acting as incorporators of AMERICAN-INTERNATIONAL TELEMEDICINE SYSTEMS, INC., adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: AMERICAN-INTERNATIONAL TELEMEDICINE SYSTEMS, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date these Articles of Incorporation are filed with the office of the Florida Secretary of State.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business and the initial address of the corporation shall be:

440 Morris Road
Monticello, Florida 32344

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to engage in all aspects of the business of designing, marketing, selling, installing, maintaining and supporting telemedicine diagnostic and communication systems and applications, and to engage in any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 440 Morris Road, Monticello, FL 32344, and the name of the corporation's initial registered agent at that address is G. Ulmer Miller.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be changed from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

| | |
|--------------------|---|
| Elizabeth M. Smith | 729 Lake Ridge Drive Tallahassee, FL 32312 |
| Michael P. Smith | 729 Lake Ridge Drive 12314 Tallahassee, FL 32312 |

ARTICLE VII. INCORPORATORS

The name and street address of the incorporators are:

| | |
|--------------------|---|
| Elizabeth M. Smith | 729 Lake Ridge Drive Tallahassee, FL 32312 |
| Michael P. Smith | 729 Lake Ridge Drive Tallahassee, FL 32312 |

The incorporators of the corporation assign to this corporation their rights under Section 607.161, Florida Statutes, to constitute a corporation, and assign to those persons designated by the board of directors any rights they may have as incorporators to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

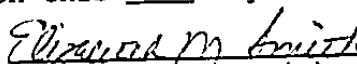
ARTICLE VIII. BYLAWS

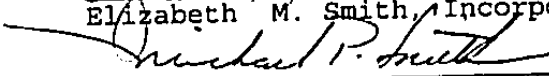
The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this ____ day of August, 1996.


Elizabeth M. Smith, Incorporator


Michael P. Smith, Incorporator

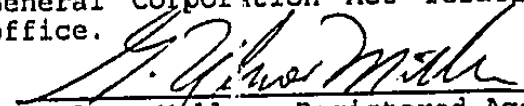
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That American-International Telemedicine Systems, Inc., desiring to organize under the laws of the state of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 440 Morris Road, Monticello, FL 32344, has named G. Ulmer Miller, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in the capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.


G. Ulmer Miller, Registered Agent

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56 AUG 19 PM 3:11