

P960000 69264

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matler No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Alternative Medical  
Solutions, Inc.

☒ Capital Express™  
☐ Art. of Inc. File  
☐ Corp. Record Search  
☐ Ltd. Partnership File  
☐ Foreign Corp. File  
☒ ( ) Cert. Copy(s)

☐ Art. of Amend. File  
☐ Dissolution/Withdrawal  
☐ C U S.  
☐ Fictitious Name File

☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg. Agent Service  
☐ Document Filing

☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval

☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No.'s, \_\_\_\_\_ Copies  
☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( )  
☐ Top Priority  
☐ Express Mail Prep.  
☐ FAX ( ) pgs.

## SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit Invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

F. CHESNER AUG 20 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE 8/20/96

TIME 11.30

BY CD

WALK-IN  
Will Pick Up \_\_\_\_\_

DISBURSED  
FILED  
JUL 20 PM 11:41  
JUL 20 PM 11:41  
JUL 20 PM 11:41

RECEIVED  
96 AUG 20 PM 12:37  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**Alternative Medical Solutions, Inc.**

FILED  
26 AUG 20 PM 1:41  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is **Alternative Medical Solutions, Inc.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is 1683 Seabreeze Dr., Tarpon Springs, FL 34689.

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred thirty five (535) shares having a no par value.

#### **ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Larry D. Gross, 1683 Seabreeze Dr., Tarpon Springs, FL 34689.

#### **ARTICLE V: INCORPORATOR**

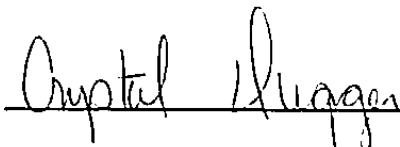
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

#### **ARTICLE VI: INITIAL BOARD OF DIRECTORS**

The name and address of the initial Board of Directors of the corporation is Larry D. Gross, 1683 Seabreeze Dr., Tarpon Springs, FL 34689.

The undersigned has executed these Articles of Incorporation this 20th day of August 1996.

"Capital Connection, Inc. by Crystal Dugger, Assistant Office Manager"

\_\_\_\_\_

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0901, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Alternative  
Medical Solutions, Inc.
2. The name and street address of the registered agent and office is: 11683 Seabreeze Dr  
Tarpon Springs FL 34689  
Larry D. Gross

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Larry D. Gross

FILED  
26 AUG 20 PM 1:41  
TALLAHASSEE, FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32304  
TEL: 904-222-0317  
FAX: 904-222-0319

8-0-34-8-86

96000069264



**networks**

PRINCIPLE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000000  
REFERENCE : 080124 4718535

RECEIVED  
96 SEP 10 PM 12:15  
DIVISION OF CORPORATION

AUTHORIZATION  
COST LIMIT : \$ 87.50

ORDER DATE : September 10, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 080124

900001943609

CUSTOMER NO: 4718535

CUSTOMER: Mary Beth Clary, Esq  
Porter Wright Morris & Arthur  
Suite 400  
4501 Tamiami Trail North  
Naples, FL 33940

DOMESTIC AMENDMENT FILING

NAME: ALTERNATIVE MEDICAL SOLUTIONS,  
INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

FILED  
96 SEP 10 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AM + Post  
PK 9/10

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALTERNATIVE MEDICAL SOLUTIONS, INC.**

**FILED**  
36 SEP 10 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the sole director of Alternative Medical Solutions, Inc., a Florida corporation (the "Corporation") formed under the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation, before issuance of any shares:

**ARTICLE I - Name**

The name of the Corporation shall be ALTERNATIVE MEDICAL SOLUTIONS, INC.

**ARTICLE II - Purpose**

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III - Capital Stock**

The maximum number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 2,000,000 shares, all of which shall be common shares, \$.01 par value.

**ARTICLE IV - Preemptive Rights**

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

**ARTICLE V - Indemnification**

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee

Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the fullest extent permitted by the Florida Business Corporation Act.

#### **ARTICLE VI - Control Share Act**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

#### **ARTICLE VII - Amendment of Bylaws**

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

#### **ARTICLE VIII - Registered Agent**

The registered agent of the Corporation is Larry D. Gross. The street address of the Corporation's registered office is 1683 Seabreeze Drive, Tarpon Springs, Florida 34689.

#### **ARTICLE IX - Principal Office**

The principal place of business and mailing address of this Corporation is 1683 Seabreeze Drive, Tarpon Springs, Florida 34689.

#### **ARTICLE X - Incorporator**

The name and address of the incorporator to these Articles of Incorporation was Capital Connection, Inc., 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301.

#### **ARTICLE XI - Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

These Amended and Restated Articles of Incorporation were adopted on September 6, 1996, by the sole director before issuance of any shares of the Corporation.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation this 6th day of September, 1996.

  
Larry D. Gross, Director

NAPLES/53383 02