

P 96000 0 74743

TRANSMITTAL LETTER

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

100001940201
-09/05/96--01094--016
***131.25 ***131.25

SUBJECT: First Choice Medical Representatives, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$131.25 (filing fee, certified copy and certificate.

FROM: Mitzi P. Samples
130 Jordan Drive
Chattanooga, Tennessee 37421
Telephone: (423) 892-2006

SEP 9 1996

ARTICLES OF INCORPORATION
OF
FIRST CHOICE MEDICAL REPRESENTATIVES, INC.

The undersigned, being qualified to act as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for the purpose of organizing a corporation under the Act:

1. Name. The name of the corporation is First Choice Medical Representatives, Inc.

2. Authorized Shares. The maximum number of shares of capital stock that the corporation is authorized to issue is ten thousand (10,000) shares. Such shares shall be of one class, shall be designated common shares, shall have unlimited voting rights and the right to receive the net assets of the corporation on dissolution.

3. Initial Registered Office. The complete address of the corporation's initial registered office in the State of Florida shall be 5000 W. 12th Avenue, in the City of Hialeah, 33012. The corporation's initial registered agent at that address is Manuel Valle.

4. Incorporator. The name and complete address of the incorporator is Mitzi P. Samples, 130 Jordan Drive, Chattanooga, Tennessee 37421.

5. Principal Office. The complete address of the principal office of the corporation and the mailing address is 6619 South Dixie Highway, Box 353, Miami, Florida 33143.

6. For Profit. The corporation is to be for profit.

7. Limitation of Liability. No director shall be personally liable to the corporation or its shareholders for

monetary damages for any breach of fiduciary duties by such director as a director, except for liability (i) for breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for liability for unlawful distributions as imposed by the Florida Business Corporation Act. No amendment to or repeal of this provision shall apply to or have any effect on liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by such amendment.

This corporation shall enjoy and be subject to such benefits, privileges and immunities and such restrictions, liabilities and obligations as are provided with respect to corporations for profit generally by the laws of the land and which are held applicable to corporations for profit organized under the Tennessee Business Corporation Act.

Executed this 23^d day of August, 1996.

Mitzi P. Samples
(Mitzi P. Samples)

INCORPORATOR

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED 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:

First Choice Medical Representatives, Inc.

2. The name and address of the registered agent and office is:

Manuel Valle
5000 W. 12th Avenue
Hialeah, Florida 33012

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 property and
complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.

Manuel Valle
(Signature)

9-1-96
(Date)