

P96000080302

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-7777
904-222-7777 FAX

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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

RECEIVED
96 SEP 27 AM 11:28
DIVISION OF CORPORATIONS

ACCOUNT NO. : 078100000032
REFERENCE : 101076 4346980

AUTHORIZATION : Patricia Poyth
COST LIMIT : \$ 122.50

ORDER DATE : September 27, 1996

ORDER TIME : 9:56 AM

ORDER NO. : 101076

100001958781

CUSTOMER NO: 4346980

CUSTOMER: Mr. Gary Walker
KALISH & WARD

Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: AMERICAN HEALTH CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 PM 1:23

9/27/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 SEP 27 PM 1:23

**ARTICLES OF INCORPORATION
OF
AMERICAN HEALTH CARE, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be: **American Health Care, Inc.**

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

12585 Spring Hill Road
Spring Hill, Florida 34609

ARTICLE 3

CAPITAL STOCK

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be:

3,000,000 shares of Class A (voting) common stock, par value \$.001 per share (the "Class A Common Stock");

2,000,000 shares of Class B (voting) common stock, par value \$.001 per share (the "Class B Common Stock");

2,000,000 shares of Class C (non-voting) common stock, par value \$.001 per share (the "Class C Common Stock");

3,000,000 shares of fixed interest, non-convertible, non-cumulative, non-participating, non-voting preferred stock, par value \$.001 per share (the "Preferred Stock") in the following series:

- 1,000,000 shares of Series A 6% Preferred Stock;
- 1,000,000 shares of Series B 8% Preferred Stock;
- 1,000,000 shares of Series C 10% Preferred Stock.

Shares of the Preferred Stock are senior to shares of Class A, Class B and Class C Common Stock, and the rights, privileges and preferences of holders of shares of the Class A, Class B and Class C Common Stock are subject to the rights, privileges and preferences enjoyed by holders of shares of the Preferred Stock set forth in this Article 3. All of the shares of the Preferred Stock shall have the same rights, privileges and preferences, except for the specified rate of the dividend for each series of the Preferred Stock.

2. **Payment for Stock.** The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors, which consideration, in any event, shall not be less than the par value of the shares issued therefor. When issued, all shares of stock shall be fully paid and nonassessable.

3. **Voting.** The voting power of this Corporation shall be vested in the Class A Common Stock and Class B Common Stock. Holders of shares of Class A Common Stock shall be entitled to ten votes for each share of Class A Common Stock and holders of Class B Common Stock shall be entitled to one vote for each share of Class B Common Stock. The Preferred Stock and Class C Common Stock shall be entitled to no voting rights. There shall be no cumulative voting in the election of directors.

4. **Dividends.**

(a) **Preferred Stock**

(i) If, as and when any dividends are declared by the Board of Directors, the holder of each outstanding share of Preferred Stock shall be entitled to receive out of the funds lawfully available for the payment of dividends an annual dividend (based on the fiscal year of the Corporation) equal to 6% of the stated value of each such share of Series A 6% Preferred Stock, 8% of the stated value of each such share of Series B 8% Preferred Stock, and 10% of the stated value of each such share of Series C 10% Preferred Stock. Dividends in respect of each outstanding share of Preferred Stock are to be noncumulative from year to year. Dividends in respect of shares of Preferred Stock must be set

aside or paid before any dividends are declared or paid in respect of shares of the Common Stock of this Corporation;

(ii) Except for the specified rate of the dividend of each Series of the Preferred Stock, there are to be no preferences as among individual shares of Preferred Stock and if the aggregate amount of any dividend declared by the Board of Directors pursuant to the requirements of Section 4(a) hereof is not sufficient to make payment to all holders of outstanding shares of Preferred Stock of the full amount of dividends to which they are entitled, the aggregate amount of any such dividend is to be divided and paid to the holders of outstanding shares of Preferred Stock in proportion to the ratio that the dividend with respect to each particular share of Preferred Stock bears to the aggregate amount of such dividends in respect of all outstanding shares of Preferred Stock.

(iii) The holders of shares of Preferred Stock are not entitled to share in other dividends, if, as and when declared by the Board of Directors.

(b) Common Stock. Any dividends other than those provided in Section 4(a) hereof are to be shared only among the holders of shares of outstanding Class A, Class B and Class C Common Stock on a share for share basis.

5. Preferences in the Event of Liquidation.

(a) Upon the liquidation, dissolution or winding up of the business of this Corporation, whether voluntary or involuntary, the relative rights and preferences of the holders of the shares of the capital stock of this Corporation shall be as follows:

(i) Before any amount shall be paid or set aside for the holders of shares of Class A, Class B or Class C Common Stock, each holder of an outstanding share of Preferred Stock shall receive cash or property, the fair market value of which is equal to the stated value of each such share. If the assets of this Corporation are not sufficient to make payment to the holder of each outstanding share of Preferred Stock of the full amount due hereunder, the aggregate amount of all funds to be paid shall be divided and paid to the holders of the outstanding shares of Preferred Stock in proportion to the ratio that the stated value of each share of Preferred Stock bears to the total amount of funds available for distribution in respect of all outstanding shares of Preferred Stock.

(ii) After payment of all amounts required to be paid to the holders of each outstanding share of Preferred Stock, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding

shares of Class A, Class B and Class C Common Stock on a share for share basis.

(b) A consolidation, merger or other similar reorganization of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of this Section 5.

6. No Preemptive Rights. Holders of shares of Class A Common Stock, Class B Common Stock, Class C Common Stock and Preferred Stock shall have no preemptive rights to acquire capital stock or other securities of this Corporation.

ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 4100 Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be Gary Walker. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Bryan T. Marshall, D.D.S	6212 Commercial Way Weeki Wachee, Florida 34613-6325

ARTICLE 7

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gary Walker	101 E. Kennedy Boulevard Suite 4100 Tampa, Florida 33602

ARTICLE 8

PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

BY-LAWS

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

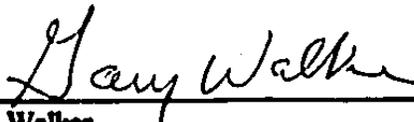
ARTICLE 11

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 26th day of September, 1996.



Gary Walker

AMERICAN HEALTH CARE, INC.

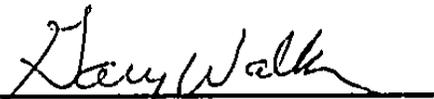
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, GARY WALKER, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 26th day of September, 1996.



GARY WALKER

P 9600080302

1201 N. W. STATE ST. SUITE 1111A TALLAHASSEE, FL 32301 (904) 222-0119 FAX



ACCOUNT NO. : 072100000032
REFERENCE : 153292 4346980
AUTHORIZATION *Patricia Pyzdek*
COST LIMIT : \$ 87.50

ORDER DATE : November 13, 1996
ORDER TIME : 10:33 AM
ORDER NO. : 153292-005
CUSTOMER NO: 4346980

800002002939--4

CUSTOMER: Ms. Patty McElwain-wood
Kallish & Ward
Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: AMERICAN HEALTH CARE, INC.
EFFECTIVE DATE: *11-13-96*

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis
EXAMINER'S INITIALS: _____

Amendment
11/13/96
DC

FILED
96 NOV 13 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECORDED
53 NOV 13 AM 11:15
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AMERICAN HEALTH CARE, INC.**

FILED
NOV 13 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

American Health Care, Inc., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on September 27, 1996. Article 3, Section 1, of the Articles of Incorporation authorized the Corporation to issue , among other classes and series of common and preferred stock, two million (2,000,000) shares of Class B (voting) Common Stock, par value \$.001 per share.

1. The amendment to the Articles of Incorporation being effected hereby amend Article 3, Section 1, of the Articles of Incorporation as of the date hereof.

2. As amended below, Article 3, Section 1, of the Articles of Incorporation has the effect of authorizing the corporation to issue five million (5,000,000) shares of Class B (voting) Common Stock, par value \$.001 per share, in addition to the other classes and series of common and preferred stock authorized in Article 3.

3. This amendment to the Articles of Incorporation was authorized by the undersigned sole incorporator pursuant to Section 607.1005, Florida Statutes, in as much as the Corporation has not yet issued shares of stock.

4. These Articles of Amendment to the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida and, thereafter, Article 3, Section 1, of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE 3

Capital Stock

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be:

3,000,000 shares of Class A (voting) common stock, par value \$.001 per share (the "Class A Common Stock");

5,000,000 shares of Class B (voting) common stock, par value \$.001 per share (the "Class B Common Stock");

2,000,000 shares of Class C (non-voting) common stock, par value \$.001 per share (the "Class C Common Stock");

3,000,000 shares of fixed interest, non-convertible, non-cumulative, non-participating, non-voting preferred stock, par value \$.001 per share (the "Preferred Stock") in the following series:

1,000,000 shares of Series A 6% Preferred Stock;

1,000,000 shares of Series B 8% Preferred Stock;

1,000,000 shares of Series C 10% Preferred Stock.

Shares of the Preferred Stock are senior to shares of Class A, Class B and Class C Common Stock, and the rights, privileges and preferences of holders of shares of the Class A, Class B and Class C Common Stock are subject to the rights, privileges and preferences enjoyed by holders of shares of the Preferred Stock set forth in this Article 3. All of the shares of the Preferred Stock shall have the same rights, privileges and preferences, except for the specified rate of the dividend for each series of the Preferred Stock.

IN WITNESS WHEREOF, AMERICAN HEALTH CARE, INC., has caused these Articles of Amendment to the Articles of Incorporation to be executed this 12th day of November, 1996.

AMERICAN HEALTH CARE, INC.

By: *Gary Walker*
Gary Walker, Incorporator