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O: DIVISION OF CORPORATIONS

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AME: K & M MEDICAL CONSULTING CORPORATION

AUDIT NUMBER.....H96000014402

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

of

K & M MEDICAL CONSULTING CORPORATION

The undersigned, of legal age, hereby forms this corporation under the laws of the State of Florida.

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ARTICLE I

NAME

The name of this corporation shall be: K & M MEDICAL CONSULTING CORPORATION.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, including, but not limited to, any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a nominal or par value of Five Dollars (\$5.00) per share.

Prepared By:

Charles Glen Ged, Esquire

ELLIS & GED

301 Yamato Road, Suite 3155

Boca Raton, FL 33431

(561) 995-1966

FL Bar No. 932493

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ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 558 Northeast 48th Street, Boca Raton, Florida 33431, with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VI

REGISTERED AGENT

The name and street address of the Registered Agent of the corporation are:

Name: Steven T. Mendelson  
  
Registered Office: 558 N.E. 48th Street  
Boca Raton, Florida 33431

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ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) nor more than the number specified in the Bylaws of the corporation.

ARTICLE VIII

DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and Bylaws of the corporation, shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, are:

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Name and Address

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Steven T. Mendelson  
558 N.E. 48th Street  
Boca Raton, Florida 33431

A.D. Kaliszewski  
558 N.E. 48th Street  
Boca Raton, Florida 33431

ARTICLE IX

INCORPORATORS

The name and street address of the Incorporators to these Articles of Incorporation are:

Name and Address

Steven T. Mendelson  
558 N.E. 48th Street  
Boca Raton, Florida 33431

A.D. Kaliszewski  
558 N.E. 48th Street  
Boca Raton, Florida 33431

ARTICLE X

OTHER PROVISIONS

The Directors of this corporation shall have the power to make or amend the Bylaws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

Both Incorporators, Steven T. Mendelson and A.D. Kaliszewski, shall be equal partners, responsible for and entitled to Fifty Percent (50%) each of all profits and expenses incurred in the establishment and maintenance of K & M Medical Consulting Corporation.

Currently both Incorporators are pursuing K & M Medical Consulting Corporation on

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a part-time basis, due to other career responsibilities. At a time when one Incorporator chooses to devote full time energies to K & M Medical Consulting Corporation and the other Incorporator does not or can not, the percentage of ownership will reflect this involvement. When the percentage of involvement is maintained equally, then the percentage of ownership will revert to the original agreement.

Both Incorporators shall be responsible for matching deposits into the business account on the same date.

Withdrawals by Incorporators shall be made jointly, for amounts equal to percentage of ownership, and concurrently.

In the event of a desire by either Incorporator to sell his share of the business to the other Incorporator, in the event an agreement cannot be reached by both Incorporators, a mutually agreed upon third party or arbitrator shall set the fair market value of the business.

In the event of an outside party desiring to purchase an interest in K & M Medical Consulting Corporation, both Incorporators must be in agreement or the sale shall not be made.

IN WITNESS WHEREOF, the undersigned Incorporators execute these Articles of

Incorporation on this 11<sup>th</sup> day of October, 1996.

[Signature] (SEAL)  
INCORPORATOR

[Signature] (SEAL)  
INCORPORATOR

STATE OF FLORIDA, COUNTY OF PALM BEACH) SS:

The foregoing instrument was acknowledged before me on this 11<sup>th</sup> day of October, 1996, by K & M MEDICAL CONSULTING CORPORATION.

Michele Huber  
NOTARY PUBLIC



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

**STEVEN T. MENDELSON**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That K & M MEDICAL CONSULTING CORPORATION, qualified to do business under the laws of the State of Florida, with its principal office at 558 N.E. 48th Street, Boca Raton, County of Palm Beach, State of Florida, has appointed STEVEN T. MENDELSON, whose address is 558 N.e. 48th Street, Boca Raton, FL 33431, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT OF APPOINTMENT**

Having been named to accept service of process for the abovestated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated: 10/11, 1996.

  
Steven T. Mendelson, Registered Agent

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