

P96000095803

Akerman, Senterfitt & Eidson, P.A.

Requestor's Name

P.O. Box 10555

Address

Tallahassee FL 32302-2555 222-3471

City/State/Zip

Phone #

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

1. Pal-Med Health Services, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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<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

**ARTICLES OF INCORPORATION  
OF  
PAL-MED HEALTH SERVICES, INC.**

FILED  
96 NOV 25 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the Corporation shall be Pal-Med Health Services, Inc., (the "Corporation").

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be at 7150 West 20th Avenue, Suite 412, Hialeah, Florida, 33016, or at such other place as may be designated by the Board of Directors from time to time. The Corporation shall have full power and authority to transact business and to establish offices or agencies at such places as may be in the best interest of the Corporation.

**ARTICLE III  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. 3rd Avenue, 27th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

**ARTICLE IV  
INCORPORATOR**

The name and address of the incorporator of the Corporation is Marshall R. Burack, One S.E. 3rd Avenue, 27th Floor, Miami, Florida 33131.

**ARTICLE V  
CAPITALIZATION**

The maximum number of shares of stock that the Corporation shall be authorized to issue shall be 35,000,000 shares which are to be divided into two classes as follows: (i) 25,000,000 shares of Common Stock, par value \$0.01 per share; and (ii) 10,000,000 shares of Preferred Stock.

The Common Stock may be issued from time to time in one or more series with voting rights for each series as determined by the Board of Directors of the Corporation and set forth in the resolution

or resolutions providing for the issuance of the stock in such series. The Preferred Stock may be issued from time to time in one or more series with such designations, preferences, limitations, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as determined by the Board of Directors of the Corporation and set forth in the resolution or resolutions providing for the issuance of the stock in such series.

#### **ARTICLE VI** **BOARD OF DIRECTORS**

The business of the Corporation shall be conducted by a Board of Directors consisting of not less than one (1) member, the exact number to be determined from time to time in the by-laws of the Corporation. The Board of Directors shall have sole authority to adopt or amend by-laws of the Corporation.

#### **ARTICLE VII** **COMPENSATION OF THE BOARD OF DIRECTORS**

The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as directors, officers or otherwise. The authority vested in the Board of Directors by this Article VII shall include, in addition to the authority to establish salaries, the authority to establish the payment of bonuses, stock options and pension and profit-sharing plans.

#### **ARTICLE VIII** **SHAREHOLDER PRE-EMPTIVE RIGHTS**

No holder of any of the shares of the capital stock of the Corporation shall be entitled as of right to purchase or to subscribe for any unissued stock of any class, or any additional shares of any class, whether presently or hereinafter authorized, and also including without limitation, bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the Corporation or carrying any right to purchase stock of any class. Such unissued stock, or additional authorized issue of any stock, or other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions of the Board of Directors, to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall indemnify every person who was or is a party or is or was threatened to be made a party to any action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact he or she is or was a director, officer, employee, or agent, or is or was serving at the request of the Corporation as a director, officer, employee, agent or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in such cases involving gross negligence or willful misconduct) in the performance of his or her duties, to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of expenses in advance of final disposition subject to the provisions of applicable law. Such right of indemnification shall not be exclusive of any right to which any director, officer, employee, agent or controlling stockholder of the Corporation may be entitled as a matter of law.

**IN WITNESS WHEREOF**, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation this 21 day of November, 1996.

  
\_\_\_\_\_  
Marshall R. Burack, Incorporator

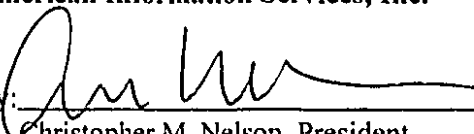
**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of Pal-Med Health Services, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 21 day of November, 1996.

American Information Services, Inc.

By:   
Christopher M. Nelson, President

FILED  
96 NOV 25 PM 10 15  
TALLAHASSEE, FLORIDA

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Akerman, Senterfitt & Eidson, P.A.  
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N. HENDRICKS FEB 13 1997

Examiner's initials

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
PAL-MED HEALTH SERVICES, INC.,  
a Florida corporation**

**FILED**  
97 FEB 13 PM 12:34  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business corporation Act, Article I of the Articles of Incorporation of PAL-MED Health Services, Inc., a Florida corporation, hereinafter referred to as the "Corporation", is amended to read as follows:

**ARTICLE I**

**Name**

The name of the Corporation is Provider Innovations, Inc.

In accordance with Section 607.0123(1)(b) of Florida Business Corporation Act, this Amendment shall be effective as of the date of this Amendment.

The foregoing Amendment to the Articles of Incorporation of the Corporation was proposed and approved by the Corporation's Board of Directors and sole shareholder of the Corporation on January 28, 1997, pursuant to Section 607.0704 of Florida Business Corporation Act.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment this 28th day of January, 1997.

**PAL-MED Health Services, Inc.  
a Florida corporation**



By: Samuel G. Tischler  
President