

P96000103539

Owen D. Fraser, MD  
Requestor's Name

2511 W. Church St.  
Address

Orlando, FL 32835 407-5789142  
City/State/Zip Phone #

12/19/96 10:07:00  
122.50 122.50

Office Use Only

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

1. INTERACTIVE MEDICAL COMMUNICATIONS, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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

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

RECEIVED  
96 DEC 26 PM 3 36  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
INTERACTIVE MEDICAL COMMUNICATIONS, INC.**

The undersigned incorporator makes, subscribes, acknowledges, and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation is:

INTERACTIVE MEDICAL COMMUNICATIONS, INC.

**ARTICLE II - TERMS OF EXISTENCE**

This corporation shall commence as of the date of the complete execution and acknowledgment of these Articles.

**ARTICLE III - NATURE OF BUSINESS**

This nature of the business, objects or purposes to be transacted, promoted or carried on, are:

(1) This corporation is organized and chartered for the purpose of performing the functions and conducting the activities contemplated to provide approved Continuing Medical Education (CME) credits to physician and others at a reasonable cost with convenience that will improve from time to time. It is contemplated that State of the Art Technology will be sought after and appropriate associations and affiliations formed to successfully implement the distribution of such seminars, conferences and other approved courses.

(2) (a) To operate a business that will secure store and distribute courses, conferences, seminars and other CME approved credit material to subscribers as the need arises.

(b) To engage in any business related to the specific powers of this Corporation, and as may be from time to time be authorized or approved by the Board of Directors of this Corporation;

(c) To qualify to do business and to conduct business in any state of the United States or District of Columbia; and,

(d) In general, to engage in any lawful act or activity, whether or not related to the foregoing for which corporations may be organized under the Florida Business Corporation Act, and to do any or all of the things hereinbefore set forth to the same extent as natural persons can do.

FILED  
SEP 18 1985

The foregoing clauses shall be construed as powers as well as objects and purposes, and the objects, purposes and powers specified in the foregoing clauses shall not, except where otherwise expressed, be limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but each object, purpose or power stated in the foregoing clauses of this Article shall be regarded as an independent object, purpose or power.

#### ARTICLE IV - CAPITAL STRUCTURE

The total number of shares of stock which the corporation shall have the authority to issue is three million (3,000,000) shares of which one million (1,000,000) shares the par value of one tenth of One Dollar (\$.10) each, amounting in the aggregate to \$100,000 dollars shall be designated Common Stock, and of which two million (2,000,000) shares of the par value of One Dollar (\$1.00) each, amounting in the aggregate to two million dollars (\$2,000,000) shall be designated Preferred Stock -Series A.

The powers, preferences and rights, and the qualifications, limitations or restrictions of the Preferred Stock - Series A are as follows:

(1) The Preferred Stock - Series A (hereinafter called "Preferred Series A Stock") will be issued for sale to Investors in the corporation and incorporators, officers and shareholders.

(2) Voting. The holders of Preferred Series A Stock shall not be entitled to vote on any matters for which a vote of the corporation may be sought, except to the extent allowed by ownership of common share as set forth.

Initially 25,000 shares of par value of \$ .10 will be available to the President, Secretary and Treasurer with one vote per share for a total of 25,000 shares will be available to each hereon. 225,000 shares of par value of \$ .10 will be available for the Chairman of the Board and will have one vote per share. The initial total distribution of common shares available will total 300,000 shares. Additional voting shares will be available from time to time to others as agreed upon by the share holders or by the Board of Directors. In the event that new shares are issued for the same par value (0.10) such shares will result in a dilution of percentages owned with the Chairman of the Board, President, Secretary and Treasurer in such a way that the Chairman of the Board will be diluted by 85% of all new shares issued initially added and 5% from shares owned the President, Secretary and treasurer respectively. For all subsequent distributions a prorated dilution of shares will be distributed to new share holders. For example, if after the initial distribution of shares to the President, Secretary and Chairman of the Board 5,000 shares of common stock are authorized. 85% of those shares would be sold from the 225,000 owned by the Chairman of the board and 5% of the shares owned by the President, Secretary and Treasurer for a total of 100% of the new shares to be sold.

(3) Dividends.

(a) The holders of Preferred Series A Stock shall be entitled to be paid from the retained earnings of the Corporation cumulative dividends at the rate of the par value per share per annum when and as declared by the Board of Directors, payable on the anniversary of the date of issuance of such shares.

(b) Dividends on the Preferred Series A Stock shall be payable on a preferred and cumulative basis so that no amount shall be set aside for or paid to any other class of stock, except other outstanding preferred stock issued to investors having special written commitments for such payments. The investor shall not be entitled to interest on unpaid cumulative dividends.

(c) All cumulative dividends to preferred share holders shall be paid before any new dividends are paid to holders of common shares.

(d) The Corporation may, at its option, enter into Stock purchase agreements with investors or joint venture partners for additional capital at anytime deemed to be in the interest of the Corporation.

(e) Certain of the Corporation's subordinated debentures sold to SBA may be entitled to a reduced interest rate according to Section 317 of the Small Business Investment Act of 1958, as amended. In the event the SBA has purchased such subordinated debentures, and so long as the SBA shall hold such subordinated debentures, the Corporation shall not pay dividends or make any distribution to shareholders other than SBA until it has first paid SBA the interest subsidy, which shall be the difference between the rate of interest on such subordinated debentures payable pursuant to Section 317 of said Act and the rate of interest which would have been payable pursuant to Section 303 (b) of said Act, without interest on such difference.

(4) Redemption, Liquidation, or Distribution of Assets. Before any redemption of or any distribution of assets to the holders of Common Stock or to the holders of any other class of stock of the Corporation other than SBA, and before any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, SBA shall be entitled to be paid out of the assets of the corporation available for distribution to its stockholders before any payment shall be made to the holders of Common Stock or the holders, other than SBA, of any other class of stock of the Corporation, an amount equal to the sum of (a) the "interest subsidy" provided for in paragraph 3 (e) of this Article FOURTH, (b) if the SBA in its discretion so requires, the "dividend subsidy" provided for in paragraph 3 (c) of this Article Stock held by SBA. Such par value need not be paid to SBA before the distribution of ordinary dividends from retained earnings to other stockholders. For the purposes of this paragraph 4, a consolidation or merger of the Corporation with any other corporation, or the sale, transfer or lease of all or substantially all its assets shall not constitute or be deemed a liquidation, dissolution or winding up of the corporation, provided, however, that to the extent that the Act and Regulation then in force require the approval of the SBA prior to the consummation of such transactions, the Corporation shall obtain such approval.

The Board of Directors is specifically authorized to fix by resolution or resolutions the voting powers, full or limited, or no voting powers, the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or any thereof of any

class or series of stock that may be desired but which have not been fixed by these Articles of Incorporation.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Orlando Florida, and the name of the initial registered agent of this corporation at that address is Owen D. Fraser, MD.

#### ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation, and the laws of the State of Florida shall hold office until the first annual meeting of the Shareholder or until their successors are elected and qualified, or until their resignation, removal from office or death are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Owen D. Fraser	201 E. Pine Street, Suite 875, Orlando, Florida 32801
Stuart Roath	5821 Hollywood Blvd, Hollywood, Florida 33021
Howard Fraser	829 Woodfield Court, Kissimmee, Florida 34744

#### ARTICLE VIII - INCORPORATION

The name and street address of the Incorporator is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Owen D. Fraser	2511 West Church Street, Orlando, Florida 32805

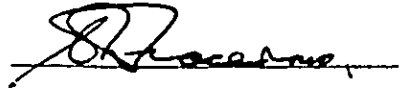
#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors or the Shareholders.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment hereto; any right conferred upon the Shareholder is subject to this reservation.


IN WITNESS WHEREOF, the Incorporator has executed these Articles this 18<sup>th</sup> day of December, 1996.

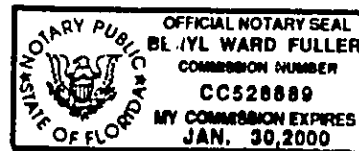


STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared OWEN D. FRASER, MD to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state named above this 23rd day of DECEMBER, 1996.

  
Notary Public, State of  
Florida at Large



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

In compliance with Chapter 607.034, Florida Statutes, the following is submitted:

First--That Interactive Medical Communications, Inc., desiring  
to organize or qualify under the laws of the State of Florida, with its principal place of business at  
City of Orlando State of Florida, has named Owen D. Fraser located at 201 E. Pine  
Street, Suite 875, Orlando, Florida 32801

(Street address and number of building;  
post office box address is not acceptable)

City of Orlando, State of Florida, as its agent to accept service of process within Florida.

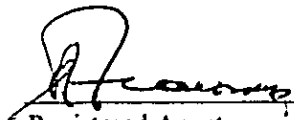
The Street address of the registered office and the street address of the business of the  
registered agent are identical.

INTERACTIVE MEDICAL COMMUNICATIONS, INC.

Corporate Title

Dated: 12/23/96

Having been named to accept service of process for the above-stated corporation, at the  
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to  
comply with provisions of all statutes relating to the proper and complete performance of my  
duties.

  
Registered Agent  
Dated: 12/23/96

FILED  
DEC 23 1996  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA