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TRANSMITTAL LETTER

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

SUBJECT: OPTIMAHEALTH EDUCATIONAL SERVICES, INC.

(Proposed corporate name - must include suffix)

400002037714--5

-12/24/96--01172--008

*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00

Filing Fee

☒ \$78.75

Filing Fee
& Certificate

☐ \$122.50

Filing Fee
& Certified Copy

☐ \$131.25

Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

Amy Grimm

Name (printed or typed)

1846 S. Tamiami Trail Suite 11

Address

Venice, Florida 34293

City, State & Zip

(941) 493-1900

Daytime Telephone number

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96 DEC 23 AM 9:24
DEPT OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

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SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OPTIMAHEALTH EDUCATIONAL SERVICES, INC.

We, the undersigned, each a natural person, and competent to contract, do hereby organize ourselves for the purpose of becoming a corporation for profit under the laws of Florida.

ARTICLE I

The name of this Corporation shall be: **OPTIMAHEALTH EDUCATIONAL SERVICES, INC.,** and the business address of the Corporation is 1846 S. Tamiami Trail, Suite 11, Venice, Florida 34293.

ARTICLE II

The general nature of the business to be transacted by this Corporation is to provide and market, medical related, nursing and physical therapy services, and licensed health care personnel, medical related consulting, to act as independent nurse contractors, physical therapists or laboratory personnel, available for employment with health care facilities and medical institutions such as hospitals, nursing homes, and physical therapy and rehabilitation treatment centers, and home health agencies, and to own, lease, and develop any commercial real estate required in the business, and to do all other acts and things incidental thereto, or included in all or any of the general

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

powers given private Corporations for profit under the Laws of the State of Florida;

To engage in any and all other form of medically related service business purpose not prohibited by the Laws of the State of Florida, and to qualify as Health Care Services Consultants.

ARTICLE III

The street address of the initial principal office of this Corporations is 1846 S. Tamiami Trail, Suite 11, Venice, Florida 34293.

ARTICLE IV

- A. Classes of Shares: The Corporation shall have one class of shares and is authorized to issue 500 shares of common stock at a par value of \$ 1.00 each.
- B. Common Shares: The par value of common shares shall be payable in lawful money of the United States of America, or in other property or property rights, tangible or intangible, or in labor or services performed for the benefit of the corporation prior to its incorporation, at a just valuation to be fixed by the Board of Directors of the Corporation. The common shares of the Corporation shall be increased or decreased only as provided in the laws of Florida.

ARTICLE V

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation at the price at which such shares are offered to others.

Each shareholder of any class of stock of this corporation shall also be entitled to full pre-emptive rights to purchase any corporate securities carrying rights of subscription to, and/or acquisition of any unissued or treasury stock.

The stockholders of this corporation may from time to time enter into such agreements relating to the shares of stock held by them and limiting the transferability thereof, and thereafter any transfer of any share subject to the agreement shall be made in accordance with the agreement, provided that prior to the transfer, written notice of the agreement be made on the share certificate representing the shares subject to the agreement.

ARTICLE VI

The amount of capital with which this Corporation will begin business is not less than Eight Hundred Dollars (\$ 800.00)

ARTICLE VII

This Corporation is to exist perpetually.

ARTICLE VIII

The street address of the initial registered office is 1846 S. Tamiami Trail, Suite 11, Venice, Florida 34293, the name of the initial Registered Agent at that address is **Amy Grimm**. The Board of Directors may from time to time move the registered office to any other address in the state of Florida.

ARTICLE IX

This Corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, and there may be as many as five directors, if so authorized.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The names and addresses of the members of the first Board of directors are:

Ms. Amy Grimm
2943 Maiden Lane
Sarasota, Florida 34231

Ms. Ronay Reed
5608 40th Ave. E.
Bradenton, Florida 34208

Ms. Kelly Zeph
455 Oak Street
Englewood, Florida 34223

Ms. Verna Shaulis
3376 Monarch St.
Port Charlotte, Florida 33948

ARTICLE XII

The names and addresses of the incorporators as follows:

Ms. Amy Grimm
2943 Maiden Lane
Sarasota , Florida 34231

Ms. Ronay Reed
5608 40th Ave. East
Bradenton, Florida 34208

Ms. Kelly Zeph
455 Oak Street
Englewood, Florida 34223

Ms. Verna Shaulis
3376 Monarch St.
Port Charlotte, Florida 33948

ARTICLE XIII

Pursuant to the provisions of Chapter 607.0203, Florida Statutes, 1989, these Corporation shall begin in existence upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE XIV

The corporation shall indemnify any officer or director, when reasonable to the fullest extent permitted by law.

IN WITNESS WHEREOF, We have subscribed our names, this 16th day of December, 1996.

Amy Grimm
Amy Grimm
INCORPORATOR

Ronay Reed
Ronay Reed
INCORPORATOR

Kelly Zeph
Kelly Zeph
INCORPORATOR

Verna Shaulis
Verna Shaulis
INCORPORATOR

ACCEPTANCE

Having been named as Registered agent of OPTIMAHEALTH EDUCATIONAL SERVICES, INC., I hereby accept designation as Resident Agent, agree to act in that capacity and to comply with all provisions of the statutes relative to the proper performance of the duties, and state that I am familiar with and accept the obligations of the position.

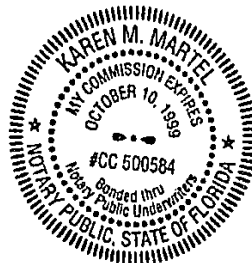
Amy Grimm
Amy Grimm
Registered Agent

COUNTY OF SARASOTA) SS
STATE OF FLORIDA)

The foregoing instrument was acknowledged before me this 16th day of
December, 1996, by Amy Grimm, who is personally known to me or who produced
_____ as identification and who did/did not take an oath.

Karen M. Martel

Notary Public,
My commission expires:



**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: OPTIMAHEALTH EDUCATIONAL SERVICES, INC.

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

Amy Grimm

(NAME)

1846 S. Tamiami Trail Suite 11

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Venice, Florida 34293

(CITY/STATE/ZIP)

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

Amy Grimm
(SIGNATURE)

12-15-96
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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