

PA7000004732

JEANETTE E. SMITH & ASSOCIATES, P.A.

6915 Red Road, Suite 220-A

Coronado, Florida 33143

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Jeanette E. Smith  
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97 JAN 13 PM 1:35

FILED  
FLORIDA

Date: 1-10-97

Our File No.: \_\_\_\_\_

TO: Dept. of State

300002055969--7  
-01/13/97--01083--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ENCLOSURE FOR YOUR ACTION

Re: Centricity, Inc.

Enclosed is Art. of Incorp. check

- \_\_\_ Please review and call with any revisions or questions.
- \_\_\_ Please call for an appointment to sign original.
- \_\_\_ Please sign on every line noted and return to us promptly.
- \_\_\_ Signature(s) required in \_\_\_ place(s).
- \_\_\_ Please have signature(s) notarized.
- X Please file

XB  
1-16-97

**ARTICLES OF INCORPORATION  
OF  
CENTRICITY, INC.**

**FILED**  
97 JAN 13 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. CORPORATE NAME**

The name of this corporation is: Centricity, Inc.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STRUCTURE**

A. The Board of Directors can create any type of Capital Structure necessary for the operation of the Corporation. There can be different stocks of Par Value and Non-Par Value.

B. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock.

C. At this time, Jeanette E. Smith shall hold all 1000 shares of common stock.

**ARTICLE IV. TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon filing of these articles.

**ARTICLE V. REGISTERED AGENT, REGISTERED OFFICE,  
& PRINCIPAL OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jeanette E. Smith, Esq.  
6915 Red Road, Ste. 220A  
Coral Gables, FL 33143

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The address of the Corporation's principal office will be the same as its registered office.

**ARTICLE VI. BOARD OF DIRECTORS**

This Corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII. INITIAL DIRECTORS**

The name of the initial directors of this Corporation and their street addresses are:

Suellen R. Dell  
6915 Red Rd., Ste. 220A  
Coral Gables, FL 33143

Jeanette E. Smith  
6915 Red Rd., Ste. 220A  
Coral Gables, FL 33143

The people named as initial directors shall hold office until their successors are elected or appointed and have qualified.

#### ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Jeanette E. Smith, Esq.  
6915 Red Road, Ste. 220A  
Coral Gables, FL 33143

#### ARTICLE IX. OFFICERS

Subject to the discretion of the Board of Directors, the affairs of the Corporation shall be administered by its officers, as designated herein, who shall serve at the pleasure of the Board of Directors. Officers can be elected or appointed as determined by the Board, and may also be terminated by the Board. All other regulations concerning officers shall be determined by the Bylaws of the Corporation. Any individual can hold one or more positions as necessity dictates. The names and addresses of the initial officers are:

President/Secretary:

Jeanette E. Smith  
6915 Red Rd., Ste. 220A  
Coral Gables, FL 33143

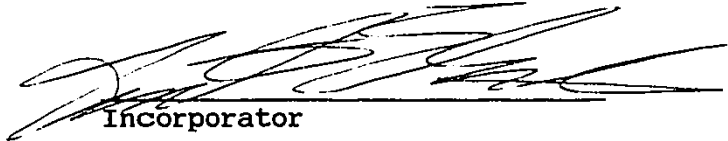
Vice-President/Treasurer:

Suellen R. Dell  
6915 Red Rd., Ste. 220A  
Coral Gables, FL 33143

#### ARTICLE X. AMENDMENT

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 approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 10th day of January, 1997.

  
Incorporator

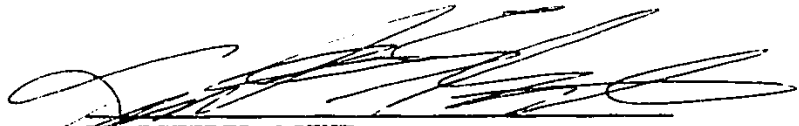
ACCEPTANCE OF REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Centricity, Inc., desiring to organize under the laws of the State of Florida, has named Jeanette E. Smith, located at, 6915 Red Road, Suite 220A, Coral Gables, Florida 33143 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
REGISTERED AGENT

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97 JAN 13 PM 1:35  
SECRET  
TALLAHASSEE  
FLORIDA