

pg 70000 11800

2/05/97 5:35 CHERRY & SPENCER 19849224001 NO. 955 P001/005

2/05/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:01 PM

((H97000002114 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CHERRY & SPENCER, P.A.
CONTACT: JULIE N KRAUSS
PHONE: (407)471-7767

ACCT#: 072100000272

FAX #: (407)471-7974

NAME: WELLMET, INC.

AUDIT NUMBER.....H97000002114

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

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 4

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

RECEIVED

97 FEB -5 PM 4:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 FEB -5 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

FAN: H97000002114 1

ARTICLES OF INCORPORATION
OF
WELLMET, INC.

FILED
97 FEB -5 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is WELLMET, INC. and its principal business address 13324 Whispering Lakes Lane, Palm Beach Gardens, FL 33418.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

THIS DOCUMENT WAS PREPARED BY
Richard G. Cherry, Esq.
CHERRY & SPENCER, P.A.
1665 Palm Beach Lakes Boulevard
Suite 600
West Palm Beach, Florida 33401
(561) 471-7767
(561) 471-7974 (Facsimile)
Florida Bar No.: 303860

FAN: H97000002114 1

FAN: H97000002114 1

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1665 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, Florida and the name of the initial registered agent of this corporation at the address is Richard G. Cherry.

ARTICLE VI

Incorporators

The name and address of the person signing these articles is:

Richard G. Cherry	1665 Palm Beach Lakes Boulevard Suite 600 West Palm Beach, Florida 33401
-------------------	--

ARTICLE VII

Directors

The name and address of the initial directors of this corporation are:

Arthur L. Metzger	13324 Whispering Lakes Lane Palm Beach Gardens, FL 33418
-------------------	---

FAN: H97000002114 1

ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE IX

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

FAN: H97000002114 1

FAN: H97000002114 1

amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of February, 1997.


Richard G. Cherry

ACCEPTANCE OF REGISTERED AGENT

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
Richard G. Cherry

DATE: February 5, 1997

ARTICLES OF INCORPORATION
WELLMET, INC.,
Page -4-

FAN: H97000002114 1

FILED
97 FEB -5 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA