

P97000025596

10:00 AM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000004758 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PODIHEALTH CORPORATION

AUDIT NUMBER.....H97000004758

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

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

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

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:11:40

RECEIVED
97 MAR 21 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 MAR 21 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 3/21/97

H97000004758

ARTICLES OF INCORPORATION

OF

PODIHEALTH CORPORATION

FILED
97 MAR 21 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name and address of the Corporation shall be:

PODIHEALTH CORPORATION
2500 E. Hallandale Beach Blvd.
Suite #803
Hallandale, FL 33009

ARTICLE II - PURPOSE

This corporation is organized for the following purpose:

To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Thousand (1,000) shares, One (\$1.00) Dollar par value per share, common stock.

Such stock may be issued from time to time, without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full

PREPARED BY:

Joseph S. Geller

FBN. 292971

1815 Griffin Road - Ste. #403

Dania, FL 33004

(954) 920-2300

H97000004758

H9 7000004758

consideration for which has been paid or delivered, shall be deemed fully-paid stock, and the holder of such shares shall not be liable for any further payment. At any time, and from time to time, when authorized by resolution of the Board of Directors, and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the Articles of Incorporation of the corporation as originally filed, or as authorized by any amendment of the Articles, or out of shares of its stock re-acquired after issue; and whether or not the shares so issued are sold, the holders of them shall have the right to exchange such shares for other shares of the stock of the corporation. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of

-2-

H9 7000004758

H97000004758

this corporation, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered and/or issued to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be:

GELLER, GELLER & GARFINKEL
1815 GRIFFIN ROAD, #403
DANIA, FL 33004

The registered Agent at the above address is:

STEVEN A. GELLER, ESQ.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The address of the corporation's initial principal office shall be:

2500 E. HALLANDALE BEACH BLVD.
SUITE #803
HALLANDALE, FL 33009

ARTICLE IX - BOARD OF DIRECTORS

The initial Board of Directors shall consist of the three initial officers as below described, who shall serve until their successors are elected. The Board of Directors of this corporation shall, at all times, consist of no fewer than three, and no greater than seven, officers and directors.

The affirmative vote of a majority of directors is required to constitute any act or decision rendered by the Board of Directors.

H97000004758

H97000004758

ARTICLE X - CUMULATIVE VOTING

The principle of cumulative voting shall apply in all elections of directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him or her, multiplied by the number of directors to be elected, and each may cast all his or her votes for a single candidate, or may divide and distribute his or her votes for a single candidate, or may divide and distribute his or her votes among any two or more candidates, as he or she may see fit. Each shareholder may, if desired, cast fewer than all the votes to which he or she is entitled at an election of directors, but no ballot shall be valid if the total votes shown on it are in excess of the total number of votes to which the shareholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

At any meeting of shareholders called expressly for that purpose, any director or directors may be removed from office, with or without cause, by majority vote, except that if less than all of the directors are to be removed, no individual director may be removed if the number of votes cast against his or her removal would be sufficient, if voted cumulatively at an election of the whole Board, for the election of one or more directors.

H97000004758

H97000004758

ARTICLE XI - OFFICERS

The name and address of the Officers of this Corporation are:

NAME	TITLE	ADDRESS
GEORGE POLLACK	President	2500 E. HALLANDALE BEACH BLVD. SUITE #803 HALLANDALE, FL 33009
CHARLES POLLACK	Vice Pres.	2500 E. HALLANDALE BEACH BLVD. SUITE #803 HALLANDALE, FL 33009
THEODORE DUAY, III	Secy./Treas.	2500 E. HALLANDALE BEACH BLVD. SUITE #803 HALLANDALE, FL 33009

ARTICLE XII - INCORPORATOR

The name and address of the incorporator signing these Articles is:

GEORGE POLLACK
2500 E. HALLANDALE BCH. BLVD.
SUITE #803
HALLANDALE, FL 33009

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

ARTICLE XIV

ACTIONS REQUIRING GREATER THAN SIMPLE MAJORITY APPROVAL

The following actions shall require the affirmative vote or written consent of the holders of two-thirds (2/3) of the shares of common stock:

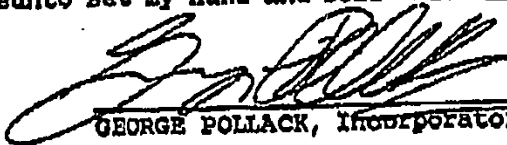
(a) The sale or transfer of any intangible assets of the corporation.

(b) Amendment of these Articles of Incorporation to increase or decrease the authorized number of directors, or to increase the number of authorized shares of stock, or to create any new class or classes of stock.

H97000004758

H9 7000004758

IN WITNESS WHEREOF, I, the undersigned, being the incorporator named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19th day of March, 1997.



GEORGE POLLACK, Incorporator

STATE OF FLORIDA }
COUNTY OF BROWARD } SS:

BEFORE ME, the undersigned authority, personally appeared GEORGE POLLACK, who is personally known to me, and is to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Dania, Florida, this 19th day of March, 1997.

My Commission expires:

Thelma R. Callam

NOTARY PUBLIC, State of Florida
THELMA R. CALLAM
(Print name of Notary)



THELMA R. CALLAM
COMMISSION # CC 457339
EXPIRES MAY 1, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

H9 7000004758

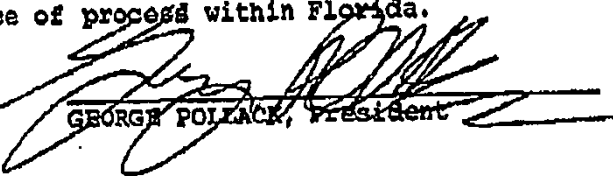
H97000004758

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

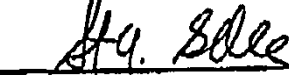
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST, that PODIHEALTH CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2500 E. HALLANDALE BEACH BLVD., #803, HALLANDALE, FL 33009, has named STEVEN A. GELLER, ESQ., GELLER, GELLER & GARFINKEL, 1815 Griffin Road, #403, Dania, FL 33004, as its agent to accept service of process within Florida.

Date: 3/19/97


GEORGE POLLACK, President

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


STEVEN A. GELLER
Registered Agent

FILED
97 MAR 21 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000004758