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IN NY ONLY

March 18, 1997

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-03/19/97--01076--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: HEALTH EXCHANGE, INC.

Dear Sir/Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above named proposed Florida corporation. Also enclosed, please find a check in the amount of One Hundred Twenty-two (\$122.50) Dollars and Fifty Cents representing the filing fees.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned in the enclosed self addressed stamped envelope.

Thank you for your cooperation in this matter.

Sincerely yours,

*Robert S. Saraga*

Robert S. Saraga

Enclosures

STAMPED  
18 MAR 1997

uq 3-25-97

ARTICLES OF INCORPORATION  
OF  
HEALTH EXCHANGE, INC.  
(hereinafter the "Corporation")

97 MAR 19 PM 1:15

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be :

Health Exchange, Inc.

The principal place of business address of this Corporation shall be:

3998 N.W. 23rd Terrace  
Boca Raton, Florida 33431

The principal mailing address of this Corporation shall be:

3998 N.W. 23rd Terrace  
Boca Raton, Florida 33431

ARTICLE II NATURE OF BUSINESS

The general purposes for which the Corporation is organized are:

1. To engage in or transact in any other or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock that the Corporation shall have the authority to issue shall be one thousand (1000) shares. This Corporation is authorized to issue the aforementioned shares of stock as follows:

- A. Designation: The stock of this Corporation shall be known as common stock.
- B. Authorized Stock: The maximum number of shares of common stock that this Corporation may issue is: one thousand (1000).
- C. Par Value: Each share of common stock shall have no par value.
- D. Consideration: Shares of common stock may be issued in exchange for cash, personal property, inventory, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the

judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

- E. Voting Rights: Each share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.
- F. Cumulative Voting: No holder of common stock shall be entitled to any right of Cumulative voting.
- G. Dividends: Record holders of common stock are entitled to receive their pro-rate share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

#### ARTICLE IV TERM OF EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE V MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Thousand (\$5,000.00) Dollars, or such greater amount as may be determined by the Board of Directors.

#### ARTICLE VI BOARD OF DIRECTORS

This Corporation shall at all times have at least one Director. The Stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director. The Director who shall hold office the first year of the Corporation's existence or until their successor is elected is as follows:

Ronald Stockman  
6955 N.W. 16th Court  
Margate, Florida 33063

#### ARTICLE VII CORPORATE OFFICERS

The Corporation shall have a President and Secretary who shall be appointed by the Board of Directors. The initial Corporate Officers who shall hold office the first year of the Corporation's existence or until their successors are appointed are as follows:

Michael H. Madnick, President  
320 S. Ocean Boulevard  
Delray Beach, Florida 33483

Ronald Stockman, Vice President  
6955 N.W. 16th Court  
Margate, Florida 33063

Jamison Smith, Secretary and Treasurer  
3998 N.W. 23rd Terrace  
Boca Raton, Florida 33431

ARTICLE VIII INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is:

Michael H. Madnick  
320 S. Ocean Boulevard  
Delray Beach, Florida 33483

ARTICLE IX DESIGNATION OF REGISTERED OFFICE  
AND OF REGISTERED AGENT

The initial Registered office for this Corporation shall be:

320 S. Ocean Boulevard  
Delray Beach, Florida 33483

and the name of the initial Registered Agent for this Corporation shall be:

Michael H. Madnick

at the above address.

STATE OF FLORIDA            )  
  )  
COUNTY OF PALM BEACH    )

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of March, 1997.

Signature of Incorporator



Michael H. Madnick

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of March, 1997 by Michael H. Madnick of Health Exchange, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me and did/did not take an oath.

Notary Public:

JUNE DIANE ISRAEL

Print Name:

JUNE DIANE ISRAEL

My Commission Expires: MARCH 5, 2000

(SEAL)



JUNE DIANE ISRAEL  
My Commission CC834842  
Expires Mar. 05, 2000

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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:

Health Exchange, Inc.

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

Michael H. Madnick  
320 S. Ocean Boulevard  
Delray Beach, Florida 33483

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.

SIGNATURE: \_\_\_\_\_

Michael H. Madnick

DATE: \_\_\_\_\_

March 18, 1997

STAFF 19 18 15