

P 97000065381

ROBERTO FILIPEK

Requestor's Name

1500 HERNDON AVE.

Address

DELTONA, FL (407) 574-0101

City/State/Zip

Phone #

FILED

97 JUL 29 PM 12:01

TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PHYSICIAN NETWORK CARE SERVICES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 200002250982--0
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4. _____
(Corporation Name) (Document #)

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☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97 JUL 29 PM 11:49

PH 7/29/97

**ARTICLES OF INCORPORATION
OF**

PHYSICIAN NETWORK CARD SERVICES, INC.

FILED

97 JUL 29 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these **Articles of Incorporation**, a natural person, competent to contract, hereby makes these Articles in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be **PHYSICIAN NETWORK CARD SERVICES, INC.**

ARTICLE II

The initial office address of the principal office of this corporation in the State of Florida is **1500 Herndon Avenue, Deltona, Volusia County, Florida 32725**. The postal address is **P.O. Box 5189, Deltona, Florida 32728**.

ARTICLE III

INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is **ROBERTO FILIPEK, 1500 Herndon Avenue, Deltona, Volusia County, Florida 32725**.

ARTICLE IV

NATURE OF BUSINESS

The general nature of the business, objectives and purposes to be transacted by this corporation, promotion and realization as a for profit corporation, are all those and any of those herein mentioned. The corporation may engage in any activity or business as broad as the term can be interpreted and which can be developed by a natural

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PHYSICIAN NETWORK CARD SERVICES, INC.
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person including, but not limited to:

1. To process magnetic identification cards.
2. To market and administer magnetic identification cards to other companies.
3. To sell magnetic identification card franchises.
4. To enter into any type of contract or document necessary in order to carry out such functions.
5. Promote, develop, carry out, produce or engage in any other activity, business or endeavor permitted by and under the laws of the State of Florida and of the United States.
6. Obtain money on credit, from time to time, and enter into or participate in any type of financial transaction that could be approved by the Board of Directors.
7. Merge, consolidate or enter into any type of agreement with other persons, organizations or corporations.

ARTICLE V

CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is **One Thousand Two Hundred (1,200) shares** of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

The designations and powers, preferences, rights, limitations or restrictions of the shares will be specified in the statutes or will be determined by way of resolution of the

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Board of Directors.

The minimum amount of capital with which this corporation shall commence is
One Thousand Dollars (\$1,000.00).

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

The corporation shall have one (1) director, initially. The number of directors may
be increased from time to time by By-Laws adopted by the Stockholder(s).

ARTICLE VIII

INITIAL DIRECTORS

The name and post office address of the member(s) of the first Board of Directors
is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERTO FILIPEK	P.O. BOX 5189 DELTONA, FLORIDA 32728

ARTICLE IX

SUBSCRIBERS

The name and post office address of the subscriber(s) of the Articles of
Incorporation is:

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ROBERTO FILIPEK

**P.O. BOX 5189
DELTONA, FLORIDA 32728**

ARTICLE IX

OFFICERS

The officers of this corporation shall be a President, Vice-President, Secretary and a Treasurer, and such other officers as the Directors shall deem necessary. The names, titles and offices subject to the provisions of these Articles of Incorporation, by By-Laws of this Corporation and the laws of the State of Florida, until their successors are elected or appointed, are as follows:

President

OSCAR IGNACIO

Vice-President

ALFREDO R. CORTES, JR.

Secretary/Treasurer

ROBERTO FILIPEK

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII

RESTRICTIONS OF TRANSFER OF STOCK

Share of capital stock of this coporation shall be issued initially to the following person and in the amount set opposite his name:

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ALFREDO R. CORTES, JR.	400 Shares
OSCAR IGNACIO	400 Shares
ROBERTO FILIPEK	400 Shares

Shares held by the initial shareholder(s) listed above may not be sold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold, shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share hereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIV

DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix compensation of directors of the corporation.

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ARTICLE XV

MEETINGS BY TELEPHONE CONFERENCE

Members of the Board of Directors may participate in *(special)* meetings of the Board of Directors by means of telephone conference as provided by law, but *(regular)* meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XVI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 28th day of July, A.D., 1997.

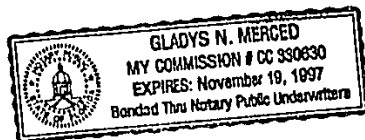


ROBERTO FILIPEK

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STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ROBERTO FILIPEK**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.



Gladys N. Merced
NOTARY PUBLIC, STATE OF FLORIDA
Gladys N. Merced
NOTARY'S PRINTED NAME
COMMISSION NO.: CC 330630
MY COMMISSION EXPIRES: 11/19/97

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REGISTERED AGENT CERTIFICATE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, **PHYSICIAN NETWORK CARD SERVICES, INC.**, *desiring to organize under the laws of the State of Florida, with offices at P.O. BOX 5189, DELTONA, VOLUSIA COUNTY, FLORIDA 32728*, hereby designates **ROBERTO FILIPEK** of 1500 Herndon Avenue, Deltona, Volusia County, Florida 32725, as **Registered Agent**, to accept service of process and perform any other duties required by law.

ACKNOWLEDGMENT

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**.



ROBERTO FILIPEK
1500 Herndon Avenue
Deltona, Florida 32725

TITLE: REGISTERED AGENT

DATE: JULY 28, 1997