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TALLAHASSEE, FLORIDA

August 8, 1997

Secretary of State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed please find Articles of Incorporation for MasterHealth Management Systems, Inc. I have also enclosed a check in the sum of \$70.00 for the filing of this new corporation.

If there is any problem, I can be contacted at 561-364-4919.

Thank you in advance for your cooperation.

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-08/12/97--01090--007
*****70.00 *****70.00

HARRIS
6894 DEARBORN RD
BOYNTON BEACH, FL
33437

Very truly yours,

Judith D. Harris
Judith D. Harris

Judith Harris
Albino
OK

PA
8/13/97

**ARTICLES OF INCORPORATION
OF
MasterHealth Management Systems, Inc.**

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I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation shall be:

MasterHealth Management Systems, Inc.

**ARTICLE II
TERM OF EXISTENCE**

This Corporation shall exist perpetually or until dissolved by due process of law.

**ARTICLE III
PURPOSE**

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 7,500

Par Value Per Share: \$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to

the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V **PREEMPTIVE RIGHTS**

This Corporation may provide for the preemptive rights of stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VI **INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be:

JUDITH D. HARRIS
6894 Dearborn Place
Boynton Beach, FL 33437

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is: **Judith D. Harris**. The principal address is the same.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one(1), nor more than fifteen(15) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial director who is to conduct the affairs of this Corporation until the first meeting and election and qualification of his successor is:

<u>NAME</u>	<u>ADDRESS</u>
Alexander C. Eastlick	6842 Alden Ridge Drive Boynton Beach, FL 33437

ARTICLE VIII
INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JUDITH D. HARRIS	6894 DEARBORN PLACE BOYNTON BEACH, FL 33437

ARTICLE IX
MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other Corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other Corporation.

2. Upon election of the Board of Directors by the stockholder, such Board shall

manage the business and affairs of the Corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

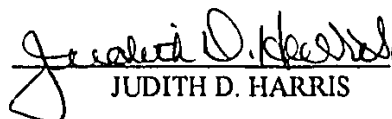
3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Laws adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by Law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8 day of August, 1997.

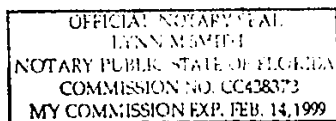
 (SEAL)
JUDITH D. HARRIS

STATE OF FLORIDA }
 } SS:
COUNTY OF PALM BEACH }

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BEFORE ME, a Notary Public authorized to take acknowledgements in the State of FLORIDA
and County set forth above, personally appeared JUDITH D. HARRIS known to me and
known by me to be the person who executed the foregoing Articles of Incorporation, and
she acknowledged before me that she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the
State and County aforesaid, this 8th day of August, 1997.



NOTARY PUBLIC

My Commission Expires:

The Undersigned hereby accepts designation as Registered Agent of the
Corporation.

*personally known
no oath taken*

JUDITH D. HARRIS