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CONTACT: RAY STORMONT

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NAME: MED-SERVICES NETWORK, INC.

AUDIT NUMBER.....H97000013601

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

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B. REGISTER AUG 19 1997

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MED-SERVICES NETWORK, INC.  
(A Florida For Profit Corporation)**

The undersigned, being a natural person competent to contract, for the purposes of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I.**

**Name of Corporation**

The name of this corporation is:

**MED-SERVICES NETWORK, INC.**

**ARTICLE II.**

**Purpose**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

THESE ARTICLES OF INCORPORATION WERE PREPARED BY:

RONALD SILVER, ESQ.  
111 SANS SOUCI DRIVE  
CORAL GABLES, FL 33133  
TEL: (305) 668 6018  
FLORIDA BAR # 144080

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**ARTICLE III.**

**Term of Existence**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE IV.**

**Capital Stock**

This corporation is authorized to have outstanding at any time ONE THOUSAND (1,000) shares of common stock at ONE (\$1.00) DOLLAR par value.

**ARTICLE V.**

**Preemptive Rights**

Every shareholder, upon the sale for cash of any new common stock of this corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI.**

**Registered Agent**

The name and street address of this corporation's initial registered agent is:

Ronald Silver  
111 Sans Souci Drive  
Coral Gables, FL 33133

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**ARTICLE VII.**

**Office Address**

The street address of the principal office of the corporation is:

c/o Ronald Silver  
111 Sans Souci Drive  
Coral Gables, FL 33133

**ARTICLE VIII.**

**Board of Directors**

The corporation shall have one (2) directors initially. The number of directors may be increased or decreased from time to time as prescribed by the by-laws, but there shall never be less than one (1). The initial directors of this corporation are:

Ronald Silver  
111 Sans Souci Drive  
Coral Gables, FL 33133

and

Emil C. Di Motta, Jr.  
6988 Hayter Drive  
Lakeland, FL 33813

**ARTICLE IX.**

**Officers**

The corporation shall have a President and a Secretary and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Treasurers, assistant Secretaries, and assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine.

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The names and addresses and positions of the persons who serve as the initial officers of the Corporation are as follows:

Ronald Silver, VP, and Secretary  
111 Sans Souci Drive  
Coral Gables, FL 33133

and Emil C. Di Motta, Jr., President and Treasurer  
6988 Hayter Drive  
Lakeland, FL 33813

#### ARTICLE X.

##### Incorporator

The name and address of the incorporator of this corporation is:

Ronald Silver  
111 Sans Souci Drive  
Coral Gables, FL 33133

#### ARTICLE XI.

##### Indemnification

The corporation may indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

#### ARTICLE XII.

##### By-Laws

The By-laws may be repealed or amended, and new By-laws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any By-law adopted by the Stockholders if the Stockholders specifically provide that such By-law is not subject to amendment by the Directors.

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**ARTICLE XIII.**

**Amendment of the Articles of Incorporation**

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the Stockholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida on this 18th day of August, 1997.

  
\_\_\_\_\_  
RONALD SILVER, Incorporator (L.S.)

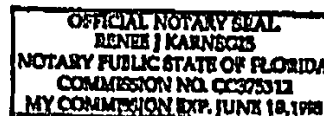
STATE OF FLORIDA:  
COUNTY OF DADE:

On this 18th day of August, 1997, before me a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, RONALD SILVER, to me known to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purpose therein contained.

  
\_\_\_\_\_  
NOTARY PUBLIC,  
State of Florida at Large

My commission expires: 6-18-98

RENEE J. KARNEGIS  
PRINTED NAME OF NOTARY

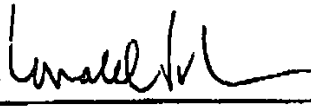


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**ACCEPTANCE OF APPOINTMENT**  
**AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept my appointment as registered agent for the within corporation, 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.

  
\_\_\_\_\_  
RONALD SILVER, REGISTERED AGENT

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