

P97000071883

ALINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

400002271554--0

-08/19/97--01073--004

\*\*\*\*122.50 \*\*\*\*122.50

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

1. National Med. - Finance Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
**National Medi-Finance Inc.**

FILED  
97 AUG 19 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 1.** The name of this Corporation is: ***National Medi-Finance Inc.***

**Article 2.** This Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Florida Secretary of State.

**Article 3.** This Corporation may engage in any lawful business activity permitted under the General Corporation Act of the State of Florida.

**Article 4.** This Corporation is authorized to issue **TEN MILLION TWO HUNDRED FIFTY THOUSAND (10,250,000)** shares of Capital Stock as follows:

**4.1 Preferred Stock.** Two Hundred Fifty Thousand (250,000) shares of no par value Preferred Stock, upon such terms and conditions as the Board of Directors may determine at the time of issuance, without further action of the stockholders being required. Such preferred shares may or may not be: issued in series, convertible into shares of Common Stock, redeemable by the Company and entitled to cumulative dividends. Other terms and conditions may be imposed at the time of issuance.

**4.2 Common Stock.** Ten Million (10,000,000) shares of Common Stock, par value of \$0.01 per share. The holders of Common Stock are entitled to one vote for each share held on all matters submitted to a vote of shareholders. Holders of Common Stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefor, subject to any preferential dividend rights of outstanding Preferred Stock. The holders of Common Stock have no preemptive, subscription, redemption or conversion rights.

**4.3 Rights of Holders of Common Stock.** Upon a liquidation, dissolution or winding up of the Company, the holders of Common Stock are entitled to receive ratably the net assets of the Company available after the payment of all debts and other liabilities, and subject further only to the prior rights of any outstanding Preferred Stock. The holders of Common Stock have no preemptive, subscription, redemption or conversion rights.

**Article 5.** *The name and address of the initial Registered Agent is:*  
Paul M. Galant, 21218 St. Andrews Boulevard, Suite 226, Boca Raton, FL 33486

**Article 6.** *The address of the Corporation is:*  
21218 St. Andrews Boulevard, Suite 226, Boca Raton, FL 33486

**Article 7.** This Corporation shall initially have at least Two Directors, and the number of Directors may be increased or diminished (but not to less than One) from time to time, by the action of the board of directors or by the majority vote of the stockholders.

**Article 8.** The By-Laws of this Corporation may be adopted, altered, amended or repealed by the affirmative vote of a majority of the board of directors or the Stockholders.


**Article 9.** This Corporation may indemnify any Officer or Director, or any former Officer or Director, the full extent permitted by the General Corporation Act of the State of Florida.

**Article 10.** Pursuant to Florida Statutes, Chapter 607, Section .0901 thereunder, the corporation hereby elects to not to be bound by the "affiliated transaction" provisions contained in said statute.

**Article 11.** *The name and address of the person signing these Articles as Incorporator is:*  
Paul M. Galant, 21218 St. Andrews Boulevard, Suite 226, Boca Raton, FL 33486

**Article 12.** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in full accord with the provisions of the General Corporation Act of the State of Florida.

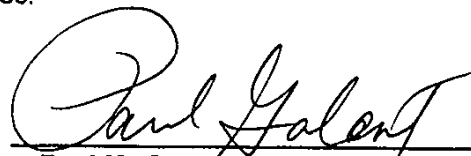
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15<sup>th</sup> day of August, 1997.

  
Paul M. Galant, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article V. of these Articles of Incorporation, the Undersigned hereby agrees to act in this capacity; and further, agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated the 15<sup>th</sup> day of August, 1997.

  
Paul M. Galant, Registered Agent

State of Florida, County of Palm Beach) ss:

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Paul M. Galant, known to me and to me known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of **National Medi-Finance Inc.**, and he acknowledged before me that he duly executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Palm Beach, this 15<sup>th</sup> day of August, 1997.

DANA GUNAR  
Notary Public, State of Florida  
C.C. No. 656070  
Commission Expires May 15, 2000

  
Notary Public, State of Florida

FILED  
97 AUG 19 PM 1:50  
CLERK OF STATE  
TALLAHASSEE FLORIDA