

**Requester Name** Robert Seasholtz

**Address** 200 W. College Ave.

**City/State/Zip** Tallahassee FL 32301

**Phone #** 222-3515

**Office Use Only**

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

1. ~~Madison~~ (Corporation Name) 900002267559--0 (Document #) -08/14/97-01035-016 \*\*\*\*122.50 \*\*\*\*122.50
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. Medicalware (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☒ Walk in ☒ Pick up time 8/15 (please call) ☒ 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

RECEIVED  
97 AUG 14 PM 1:37  
TALLAHASSEE FLORIDA



RECEIVED  
AUG 27 PM 4:05  
FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 14, 1997

ECKERT SEAMONS  
200 W. COLLEGE AVE.  
TALLAHASSEE, FL 32301

SUBJECT: MEDI\$AVE, INC.  
Ref. Number: W97000018830

We have received your document for MEDI\$AVE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 497A00041336

**ARTICLES OF INCORPORATION  
OF  
MEDICALWARE, INC.**

**FILED**  
97 AUG 27 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be: **MEDICALWARE, INC.**

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and have outstanding at any one time is: 500,000 shares of Class A Non-voting Common Stock, without par value; and 500,000 shares of Class B Voting Common Stock, without par value. The two classes of stock shall be identical in all respects except that the Class A Non-voting Common Stock carries no voting rights except as required by law.

**ARTICLE IV**

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

**ARTICLE V**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the

fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE VI**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### **ARTICLE VII**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

Mike Nunez  
14445 N.E. 20th Lane  
North Miami, Florida 33181-1446

#### **ARTICLE VIII**

The initial registered agent of the corporation is Mike Nunez. The street address of the corporation's initial registered office is:

12445 Keystone Island Drive  
North Miami, Florida 33181

#### **ARTICLE IX**

The principal place of business and mailing address of this corporation shall be:

14445 N.E. 20th Lane  
North Miami, Florida 33181-1446

**ARTICLE X**

The name and address of the incorporator to these Article of Incorporation is:

Maria D. Lamas  
Eckert Seamans Cherin & Mellott, LC  
701 Brickell Avenue, Suite 1850  
Miami, Florida 33131


The undersigned incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of August, 1997.

Maria D. Lamas  
Maria D. Lamas, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of <sup>Medicalware, Inc.</sup>, a Florida corporation,  
the undersigned accepts such appointment, agrees to act in such capacity and accepts the  
obligations imposed by Florida Statutes Section 607.325.

Dated this 13<sup>th</sup> day of August, 1997.

  
\_\_\_\_\_  
Mike Nunez

64224.1

**FILED**  
97 AUG 27 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA