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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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*****70.00 *****70.00

Department of State
Corporate Records/
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of All-Med Transcription Inc.

Also find enclosed a check made payable to the Secretary of State in the amount of \$70 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as All-Med Transcription Inc. is appreciated.

Respectfully,



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782,250.255,2550
W97-20430

B. BROWN NOV 14 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1997

RON HOGAN
51 SOUTH MAIN AVENUE, #311
CLEARWATER, FL 34625

SUBJECT: ALL-MED TRANSCRIPTION INC.
Ref. Number: W97000020430

We have received your document for ALL-MED TRANSCRIPTION INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 397A00044256

ARTICLES OF INCORPORATION

OF

All-Med Transcription Inc.

ARTICLE I

NAME

The name of this Corporation is All-Med Transcription Inc.

ARTICLE II

TERM

The term of existence of this Corporation is perpetual.

ARTICLE III

PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

DIRECTORS

This Corporation shall have 2 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
Ron Hogan	51 S. Main Ave. #311, Clearwater, FL 34625
Sarah Neumann	51 S. Main Ave. #311, Clearwater, FL 34625

ARTICLE VI

OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President, Treasurer	Ron Hogan, 51 S. Main Ave. #311, Clearwater, FL 34625
Vice-President, Secretary	Sarah Neumann, 51 S. Main Ave. #311, Clearwater, FL 34625

ARTICLE VII

REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sarah Neumann	51 S. Main Ave., #311, Clearwater, FL 34625

Principal address and/or mailing address of corporation:
 51 S. Main Ave., #311, Clearwater, FL 34625

ARTICLE VIII

INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE IX

BY-LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X
AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XI
SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

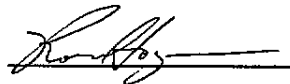
NAME

ADDRESS

Ron Hogan

51 S. Main Ave. #311, Clearwater, FL 34625

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 29
day of 8, 1977.

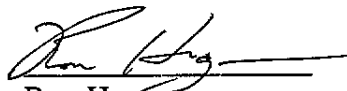


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CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, Ron Hogan, as Registered Agent for All-Med Transcription Inc. do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 51 S. Main Ave. #311, Clearwater, FL 34625 open during prescribed hours and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: 1-29, 19 97.


Ron Hogan
Registered Agent