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TRANSMITTAL LETTER

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

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-02/12/98--01022--001
****122.50 ****122.50

SUBJECT: eMerge Medical Management Services, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mr. Dana Pusateri
Name (Printed or typed)

525 S.E. 6th Avenue, Suite B
Address

Delray Beach, Florida 33483
City, State & Zip

(561) 274-4999
Daytime Telephone number

FILED
98 FEB 12 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

B. BROCK FEB 12 1998

ARTICLES OF INCORPORATION

eMERGE MEDICAL MANAGEMENT SERVICES, INC.

FILED
FEB 12 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for the purposes hereinafter stated under and pursuant to the laws of the State of Florida, does hereby declare as follows:

ARTICLE I NAME OF CORPORATION

The name of the Corporation shall be **eMERGE MEDICAL MANAGEMENT SERVICES, INC.**

ARTICLE II BUSINESS AND PURPOSE

The nature of the business which may be transacted by the Corporation is as follows:

eMerge Medical Management Services, Inc. may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

eMerge Medical Management Services, Inc. intends to provide management services to individual medical care providers, group medical care providers, and their respective assets.

ARTICLE III
STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be TWENTY THOUSAND (20,000.00) SHARES of common stock having a par value of ONE DOLLAR (\$1.00) per share. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at an organization meeting of said Corporation. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the Corporation. Stock in other corporations or going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the Directors of the Corporation may decide.

ARTICLE IV
TERM OF EXISTENCE

eMerge Medical Management Services, Inc. shall have a perpetual existence unless sooner dissolved according to Florida law.

ARTICLE V
PRINCIPAL OFFICE

The principal office or place of business of eMerge Medical Management Services, Inc. shall be located at the following address, with the privilege of having its offices and branch offices at other locations within or without the State of Florida:

6965 Pioneer Road
West Palm Beach, Florida 33413

ARTICLE VI
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and the Registered Office of eMerge Medical Management Services, Inc. are as follows, respectively:

Jeff D. Vastola, Esq.
JEFF D. VASTOLA, P.A.
Colonial Center ~ Suite 201
1260 South Federal Highway
Boynton Beach, Florida 33435

ARTICLE VII
ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original Incorporators of the Corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of such assignment shall stand in lieu of the original Incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE VIII
INITIAL OFFICERS AND DIRECTORS

The names, offices, and street addresses of the first Officers and Directors of this Corporation

who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall have qualified, are the following:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Mr. Juan Cocuy	President	6965 Pioneer Road West Palm Beach, Florida 33413
Dr. David Vastola	Vice-president	824 U.S. Highway One, Suite 230 North Palm Beach, Florida 33408
Mr. Dana Pusateri	Treasurer	525 S.E. 6th Avenue, Suite B Delray Beach, Florida 33483
Dr. Martin Santiago	Secretary	525 S.E. 6th Avenue, Suite B Delray Beach, Florida 33483

ARTICLE IX TRANSACTIONS WITH RELATED PARTIES

1. No contract or other transaction between a corporation and one or more of its directors of any other corporation, firm, association or entity, in which one or more of its directors are directors or officers, or are financially interested, in any such other corporation, firm, association or entity, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if:

a) The fact of such relationship or interest is disclosed or known to the Board

of Directors, or the committee which approves or ratifies the contract or transaction by a vote or consent, sufficient for the purpose, without counting the votes or consents of such interested directors; or

b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c) The contract or transaction is fair and reasonable as to the Corporation, at the time it is authorized by the Board, a committee, or the Stockholders.

2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract, or transaction.

ARTICLE X.

INCORPORATOR

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

Mr. Dana Pusateri
525 S.E. 6th Avenue, Suite B
Delray Beach, Florida 33483


Signature of Incorporator

2-9-98
Date

Having been named as Registered Agent and to accept service of process for the above stated

Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent 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.


Signature of Registered Agent

2/9/98
Date

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