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JAY WOLFSON
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12 March 1998

Sandra B. Mortham
Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Secretary Mortham:

On behalf of my client, Independent Network Solutions, I am forwarding the attached corporate documents and fees to you.

We are filing to incorporate a new Florida corporation, to be called Independent Network Solutions, Inc.

Attached, please find Articles of Incorporation for the new corporation, and the filing fee of \$70.00.

Should you have any questions, please do not hesitate to contact me. Thank you in advance for your attention to this matter.

Very sincerely,


Jay Wolfson

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
INDEPENDENT NETWORK SOLUTIONS, INC.
A FLORIDA CORPORATION**

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- Article 1. The name of the corporation is INDEPENDENT NETWORK SOLUTIONS, INC..
- Article 2. The address of the principal office of the corporation is 13615 Bruce B. Downs Blvd., Tampa, Florida 33613
- Article 3. The duration of the corporation is perpetual.
- Article 4. The purpose of this corporation is to provide various non-medical services to physicians and other health care providers, and to conduct other legal business in the State of Florida.
- Article 5. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share shall entitle its holder to one vote at each annual or special meeting of stockholders of the corporation. The consideration for the issuance of said shares of capital stock may be paid in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.
- Article 6. The Shareholders of the Corporation shall have preemptive rights to purchase shares of any Shareholder who elects to relinquish or sell shares.
- Article 7. Registered Agent and Office. The registered agent for the Corporation is Jay Wolfson, Esq., and the registered office is 804 Eveningside Court, Tampa, Florida 33613.

Article 8. The number of directors constituting the Board of Directors shall be five (5), and their names and addresses are:

<u>Name</u>	<u>Address</u>
<u>Edward S. Homan, Jr. M.D.</u>	<u>329 St. Augustine, Tampa, FL 33617</u>
<u>James E. Pope, M.D.</u>	<u>5315 Burchette Rd., Tampa, FL 33647</u>
<u>Mark Douglas Homan</u>	<u>3309 Korina La., Tampa, FL 33618</u>
<u>Johanna Reeves</u>	<u>216 Hayes Rd., Tampa FL 33549</u>
<u>Janet B. Roder</u>	<u>10805 N. Rome Ave., Tampa, FL, 33612</u>

The number of directors may be raised or lowered by amendment of the bylaws, but shall in no case be lower than three.

Article 8. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors, and may be removed by the Board of directors, at such time and in such manner as prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Edward S. Homan, M.D.	329 St. Augustine, Tampa, FL. 33617
Vice President	James E. Pope, M.D.	5315 Burchette Rd., Tampa, FL. 33647
Secretary	Johanna Reeves	216 Hayes Rd., Tampa FL. 33549
Treasurer	Janet B. Roder	10805 N. Rome Ave., Tampa, FL., 33612

Article 9. Incorporators. The name and address of the incorporator of this Corporation is:

Jay Wolfson, Esq. 804 Eveningside Court, Tampa, Florida 33613

IN WITNESS WHEREOF, the undersigned have signed these articles of incorporation on this 13 day of March, 1998.

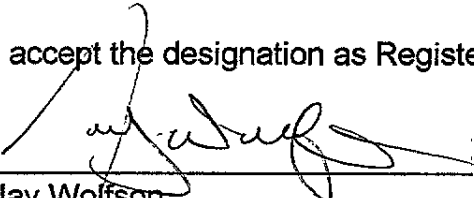

(Signature of Incorporator)

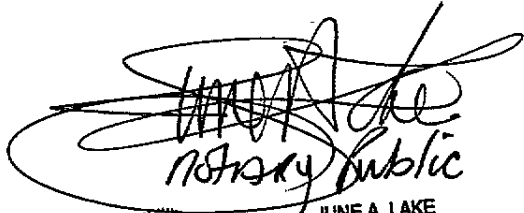
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

Before me personally appeared Jay Wolfson, to me well known and known to me to be the person described and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of March 1998.

I accept the designation as Registered Agent:


Jay Wolfson


JUNE A. LAKE
MY COMMISSION # CC464178 EXPIRES
May 16, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

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