

P980000 33332

4/13/98

ELECTRONIC FILING AUDIT RECORD

7:59 AM

FAX AUDIT NUMBER: H98-000006930 HAS A CURRENT STATUS OF REQUESTED  
FILED (ID):

FROM: LUKACS & LUKACS, P.A.

1825 CORAL WAY

SUITE 102

MIAMI, FL 33145- US

CONTACT NAME: ROBIN LUKACS

PH: (305) 856-9600

USERID: 072037001370 ACCOUNT: 072037001370 SUB-ACCOUNT:

DOCUMENT TYPE: EFIL01

TOTAL PAGES: 4 (5)

CORPORATE NAME: INTEGRATED MEDICAL SOLUTIONS, INC.

DEPOSIT(S):

CERTIFIED COPY: 1

CERTIFICATE OF STATUS: 0

FAX PHONE NUMBER: (305) 856-3041

REQUEST DATE: 04/10/1998 TIME: 15:45:44

DELIVERY METHOD: F

FAX-ID:

ESTIMATED CHARGE: \$122.50

CAPITAL CONTR:

AMT INCREASE

D/REASON:

USER YEAR:

CORP STATUS:

TOTAL CORPS: 0

FILED

98 APR 13 AM 8:07

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Bm 4/13/98

**FILED**  
98 APR 13 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H98000006930

**Articles of Incorporation  
for  
INTEGRATED MEDICAL SOLUTIONS, INC.**

The undersigned natural person, as Incorporator for the purpose of forming a Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**Article I  
Name of Corporation**

The name of this corporation shall be **INTEGRATED MEDICAL SOLUTIONS, INC.**

**Article II  
Purposes**

The general nature of the business to be transacted by this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

**Article III  
Capital Stock**

The corporation is authorized to issue 200,000 shares of Common Stock, in two classes/series, each share having a par value of \$0.01 per share. Of these 200,000 shares of Common Stock, 100,000 shares shall be designated as "Class A voting common shares" and 100,000 shares shall be designated as "Class B non-voting common shares."

The Class A voting common shares shall have exclusive voting rights on all matters. Each outstanding Class A voting common share is entitled to one vote on each matter submitted to a vote at a meeting of shareholders. The holders of the Class B non-voting common shares shall have no right to vote, no right to participate in the management of this corporation, and no right to elect any director.

The corporation is authorized to issue 200,000 shares of Preferred Stock. The Board of Directors is authorized to provide for the issuance of such Preferred Stock in one or more classes/series and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class/series and the preferences, limitations and relative rights of each class/series provided that each series of a class must be given a distinguishing designation and all shares of a series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, of those of other series of the same class.

Robin A. Lukacs, Esquire  
Lukacs & Lukacs, P.A.  
1825 Coral Way  
Miami, Florida 33145  
Florida Bar No. 521787

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**Article IV  
Duration**

This corporation shall have perpetual existence.

**Article V  
Board of Directors**

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders entitled to vote but shall never be less than one. The name and address of the initial Director of this corporation is:

**Robin Lukacs  
1825 Coral Way  
Miami, Florida 33145**

**Article VI  
Informal Shareholder Action**

Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the requisite number of Shareholders entitled to vote upon such action and same is filed with the Secretary of the corporation as part of the corporate records.

**Article VII  
Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**Article VIII  
Indemnification**

The corporation may indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

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**Article IX  
Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing a corporation.

**Article X  
Registered Agent**

The address of this corporation's initial registered office and the designated initial registered agent at said address is as follows:

**Robin A. Lukacs  
1825 Coral Way  
Miami, Florida 33145**

**Article XI  
Incorporator**

The name and address of the Incorporator is as follows:

**Robin A. Lukacs  
1825 Coral Way  
Miami, Florida 33145**

**Article XII  
Corporate Address**

The mailing address of the corporation is as follows:

**c/o 1825 Coral Way  
Miami, Florida 33145**

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on 4-1-98

  
\_\_\_\_\_  
Robin A. Lukacs, Incorporator

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IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that it is familiar with, and accepts the obligations provided for in Section 607.0505 Florida Statutes.

By:

  
 Robin A. Lukacs

**FILED**  
 98 APR 13 AM 8:08  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

STATE OF FLORIDA     )  
                                   )SS  
 COUNTY OF DADE     )

The preceding or attached instrument was acknowledged before me on 4-10-98


by ROBIN A. LUKACS

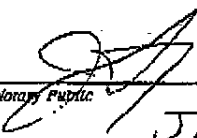
of \_\_\_\_\_

~~a~~ \_\_\_\_\_ ~~corporation, on behalf of the corporation.~~

He/She is personally known to me or has produced A FLORIDA DRIVER LICENSE

as identification and did ~~not~~ take an oath


 John D. White, Jr.  
 Notary Public, State of Florida  
 Commission No. CC 411153  
 Place notary seal and commission expiration date above this line.  
 1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

  
 Signature of Notary Public

John D. White, Jr.  
 Print or Type Name of Notary Public

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