

P98000099049



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 038799 7106114

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 9:47

ORDER DATE : November 19, 1998

ORDER TIME : 8:28 AM

ORDER NO. : 038799-005

CUSTOMER NO: 7106114

300002692343--0

CUSTOMER: Charlie R. Brown, Esq
7 Fountain Square
Clearwater, FL 33756

DOMESTIC FILING

NAME: MEDICAL DISCOUNTS LTD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

524
W98-26244

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 9:54

8/11/25/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 9:47

November 20, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MEDICAL DISCOUNTS LTD, INC.
Ref. Number: W98000026244

RESUBMIT
Please give original
submission date as file date.

We have received your document for MEDICAL DISCOUNTS LTD, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

If you want to use LTD you would need to spelled limited out.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 798A00055815

NOV 20 1998
DIVISION OF CORPORATIONS
24 42 PM 2 42
TALLAHASSEE

**ARTICLES OF INCORPORATION
OF**

MEDICAL DISCOUNTS LIMITED, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 9:47

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter.

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be MEDICAL DISCOUNTS LIMITED, INC. and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon, and its principal place of business shall be 1001 South Myrtle Avenue, Clearwater, Florida 33756, or such other place as from time to time is designated.

ARTICLE II - DURATION

The term and duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation shall be authorized and permitted to engage in the business of creating and maintaining a network of practicing physicians to provide discounted medical services to the general public in need thereof and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 7,500 shares of common stock with a par value of \$1.00 per share, which stock may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one (1) nor more than five (5) members, as may be by the corporation provided, who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws or by resolution of the Board of Directors, and

who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

David P. Greenberg, 2530 Gary Circle, Suite #903, Dunedin, Florida 34698
President and Director

Carl B. Burian, 1001 South Myrtle Avenue, Clearwater, Florida 33756
Vice President and Director

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation and the number of shares of common stock which he agrees to take are as follows:

Charlie R. Brown		
7 Fountain Square	500 Shares	Value of \$500.00
Belleair, Florida 33756		

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation and the address of the initial registered office shall be as follows:

Charlie R. Brown
7 Fountain Square, Belleair, Florida 33756

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to these Articles of Incorporation this the 18th day of November, 1998.

Charlie R. Brown (SEAL)
Charlie R. Brown, Incorporator

Signed, Sealed and Delivered
in the presence of:

Felly I. Boh
Witness to the Incorporator

Deanna A. Angelillis
Witness to the Incorporator

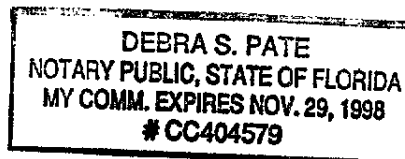
STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, CHARLIE R. BROWN, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this the 18 day of November, 1998.

Debra S. Pate
Notary Public

My Commission Expires:

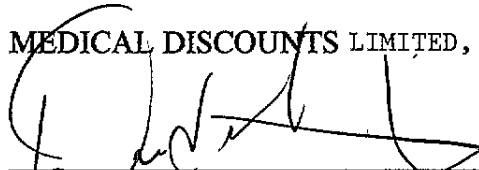


**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA**

Pursuant to the provisions of Florida Statutes 48.091, **MEDICAL DISCOUNTS LIMITED, INC.** has named **CHARLIE R. BROWN** as Registered Agent and 7 Fountain Square, Belleair, Florida 33756 as Registered Office for the service of process upon the corporation within the State of Florida.

This the 18th day of November, 1998.

MEDICAL DISCOUNTS LIMITED, INC.

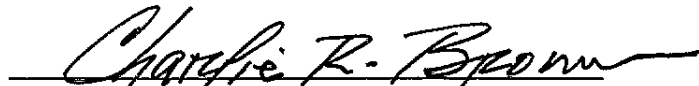


David P. Greenberg, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 9:47

ACCEPTANCE AND ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation. at the place designated in these Articles of Incorporation, I hereby accept appointment as Registered Agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of Florida Statutes 607.325.



Charlie R. Brown, Registered Agent