

P98000102249

LAW OFFICES
WICKER, SMITH, TUTAN, O'HARA
McCoy, GRAHAM & FORD, P.A.

5TH FLOOR GROVE PLAZA BUILDING
2900 MIDDLE STREET (S.W. 28TH TERRACE)

MIAMI, FLORIDA 33133

(305) 448-3939

TELECOPIER (305) 441-1745

FORT LAUDERDALE OFFICE
BARNETT BANK PLAZA, 5TH FLOOR
ONE EAST BROWARD BOULEVARD
P.O. BOX 14460
FORT LAUDERDALE, FLORIDA 33302
(954) 467-6405
TELECOPIER (954) 760-9353

WEST PALM BEACH OFFICE
UNITED NAT'L BANK TOWER • SUITE 700
1645 PALM BEACH LAKES BOULEVARD
P.O. BOX 2508
WEST PALM BEACH, FLORIDA 33402
(561) 689-3800
TELECOPIER (561) 689-9206

ORLANDO OFFICE
BARNETT BANK CENTER • SUITE 1000
390 NORTH ORANGE AVENUE
P.O. BOX 2753
ORLANDO, FLORIDA 32802
(407) 843-3939
TELECOPIER (407) 649-8118

TAMPA OFFICE
100 NORTH TAMPA STREET
SUITE 3650
TAMPA, FLORIDA, 33602
(813) 222-3939
TELECOPIER (813) 222-3938

December 4, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

800002704838--0
-12/07/98-01127-007
*****122.50 *****78.75

Re: ProClaim Management, Inc.
Articles of Incorporation
Our File No. 41841-2

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) copy of the executed and notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	<u>35.00</u>
TOTAL	\$122.50

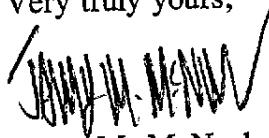
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 PM 5:14

Handwritten initials and numbers, possibly "S-1" and "125".

Secretary of State of Florida
December 4, 1998
Page 2

Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "James M. McNeel", with a large checkmark at the end.

James M. McNeel

JMM/kfp
Enclosures

cc: Mr. James Hoffman

467504.51

ARTICLES OF INCORPORATION
OF
ProClaim Management, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 PM 5:14

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:
ProClaim Management, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:
3208-C East Colonial Drive
Suite 151
Orlando, FL 32803

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- (1) Insurance claim management.
- (2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 400 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard

to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of four (4) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Hoffman	3208-C East Colonial Drive, #151 Orlando, FL 32803
Laura Hoffman	3208-C East Colonial Drive, #151 Orlando, FL 32803

this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

WITNESS our hands and seals this 22nd day of November, 1998.

James Hoffman (SEAL)
JAMES HOFFMAN

Laura Hoffman (SEAL)
LAURA HOFFMAN

Jeffrey A Vanderpool (SEAL)
JEFFREY VANDERPOOL

Dawn A Vanderpool (SEAL)
DAWN VANDERPOOL

STATE OF FLORIDA)
COUNTY OF lgr) SS:

BEFORE ME, the undersigned authority, personally appeared JAMES HOFFMAN, LAURA HOFFMAN, JEFFREY VANDERPOOL and DAWN VANDERPOOL, to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 22nd day of November, 1998.

John J. Stoer, Jr.
Notary Public, State of Florida
at Large

My commission expires:



John J. Stoer, Jr
My Commission CC774761
Expires September 13, 2002

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for ProClaim Management, Inc., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

 _____ (SEAL)
Registered Agent

STEVEN G. SCHWARTZ

463971.51

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 PM 5:14