

Law Offices of  
**HAIMOWITZ & ASSOCIATES, P.A.**  
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February 16, 1999

P 99000016805

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

800002780958--3  
-02/19/99-01076-017  
\*\*\*\*122.50 \*\*\*\*\*78.75

Attn: Dana Calloway

RE: AMCO HEALTH SERVICES, INC.

Dear Ms. Calloway:

Enclosed please find an original and one copy of Articles of Incorporation for AMCO HEALTH SERVICES, INC., along with my check number 1514 in the sum of \$122.50 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience. I would also appreciate your faxing me a filed copy and your cover letter to (561) 394-4382. Thanking you for your many courtesies.

Very truly yours,

*Harold B. Haimowitz*

Harold B. Haimowitz

Enclosure

FILED  
99 FEB 19 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEN

FEB 22 1999

**ARTICLES OF INCORPORATION  
OF  
AMCO HEALTH SERVICES, INC.**

99 FEB 19 AMCO:88  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I : CORPORATE NAME**

The name of this Corporation shall be: AMCO HEALTH SERVICES, INC., and its principal office shall be located at 3275 W. Hillsboro, Suite 207, Deerfield Beach, FL 33442.

**ARTICLE II: NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.01 par value per share.

**ARTICLE IV: TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V: REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Louis Biasi  
3275 W. Hillsboro, Suite 207  
Deerfield Beach, FL 33442

**ARTICLE VI: BOARD OF DIRECTORS**

This Corporation shall have two Directors initially.

**ARTICLE VII: INITIAL DIRECTORS**

The name and address of the initial Directors of this Corporation

is:

Cynthia Baker  
3275 W. Hillsboro, #207  
Deerfield Beach, FL 33442

Louis Biasi  
3275 W. Hillsboro, #207  
Deerfield Beach, FL 33442

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE VIII: INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is Louis Biasi, and his address is 3275 W. Hillsboro, #207 Deerfield Beach, FL 33442.

#### **ARTICLE IX: INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

#### **ARTICLE X: AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI: CONTROL SHARE ACQUISITIONS**

This corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on 6th of February, 1999.

  
Louis Biasi, Incorporator

**STATE OF FLORIDA  
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me on February 16<sup>th</sup>, 1999, by as Incorporator. Louis Biasi is personally known to me or has produced his driver's license as identification and did take an oath.



Steven J. Garcia  
MY COMMISSION # CC516518 EXPIRES  
December 6, 1999  
BONDED THROUGH TROY FAIR INSURANCE, INC.

  
Notary Public

FILED  
FEB 19 AM 10:38  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

AMCO HEALTH SERVICES, INC., a Corporation existing under the laws of the State of Florida with its principal office at 3275 W. Hillsboro, #207 Deerfield Beach, FL 33442, has named LOUIS BIASI, whose address is 3275 W. Hillsboro, #207 Deerfield Beach, FL 33442, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

  
Louis Biasi, Registered Agent