

# KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

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(\*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:  
J. ANDREW KELLER, III, C.P.A.

799000022685

March 10, 1999

Ben Fisher  
Katz, Kutter, Haigler, et al.  
106 E. College Avenue  
12<sup>th</sup> Floor  
Tallahassee, Florida 32301

FEDERAL EXPRESS - OVERNIGHT MAIL

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Re: ARTICLES OF INCORPORATION OF:  
NATIONAL WHOLE HEALTH, INC.

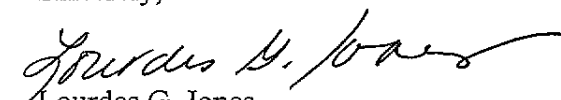
Dear Ben:

Attached are the original Articles of Incorporation for the above referenced entity filed with the Secretary of State of Florida in Tallahassee on Tuesday, March 2, 1999. Also attached is a copy of the Articles of Incorporation, to be date stamped by the office of the Secretary of State, and returned to our office in Orlando.

Additionally, attached is our firm's check no. 2472 in the amount of \$78.75 to cover the filing fee.

Please call me if you have any questions. Thank you for your assistance.

Sincerely,

  
Lourdes G. Jones  
Assistant to Gregory A. Chaires

T. SMITH MAR 11 1999

ENCLOSURES  
DIVISION OF CORPORATION  
MAR 11 PM 12:27  
99 MAR 11 PM 1:36  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
**OF**  
**NATIONAL WHOLE HEALTH, INC.**

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida General Corporation Act.

**ARTICLE I - Name of Corporation**

The name of the corporation is:

NATIONAL WHOLE HEALTH, INC.

**ARTICLE II - General Purpose**

This corporation is organized for the purpose of assessing and developing practice management techniques and programs as well as designing and implementing compliance programs for health care practitioners and healthcare organizations. It is intended that the corporation is organized for any or all lawful business permitted by the laws of the State of Florida and of the United States of America.

**ARTICLE III - Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - Principal Business Address**

The initial street address of the principal office of this corporation in the State of Florida is:

107 Hillcrest Court  
Sewells Point, FL 34996

**ARTICLE V - Pre-Emptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

FILED  
99 MAR 11 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE VI - Directors**

The business of this corporation shall be managed by a Board of Directors. There shall be two directors initially. The number of directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders.

The name and street address of the members of the first Board of Directors is:

John A. Fernicola	c/o American Systems & Technologies, Inc. 202 Arnold Avenue, Suite A P. O. Box 1349 Point Pleasant Beach, New Jersey 08742
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Gerald F. Herrman	3460 Woodcreek Trail Palm City, Florida 34990
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#### **ARTICLE VII - Incorporator and Subscriber**

The name and street address of the person signing the Articles of Incorporation as incorporator and subscriber is:

Gregory A. Chaires	Katz, Kutter, Haigler, Alderman, Bryant & Yon, P.A. 111 N. Orange Avenue, Suite 900 Orlando, Florida 32801
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#### **ARTICLE VIII - Corporate Duration**

The date when corporate existence for this corporation shall begin shall be on the date of the filing of these Articles of Incorporation and this corporation shall have perpetual duration.

#### **ARTICLE IX - Registered Agent**

The street address of the initial registered agent of this Corporation is 111 N. Orange Avenue, Suite 900, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is Gregory A. Chaires.

#### **ARTICLE X - Indemnification**

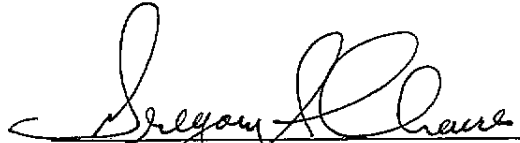
The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

**ARTICLE XI - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

**ARTICLE XII - Amendment**

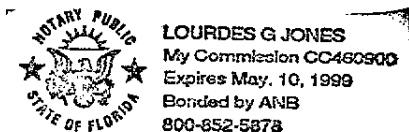
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

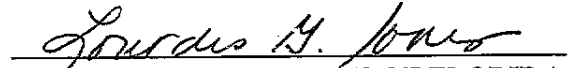
  
Gregory A. Chaires, Incorporator

**ACKNOWLEDGMENT**

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of March, 1999, by Gregory A. Chaires, as incorporator, who is personally known to me.



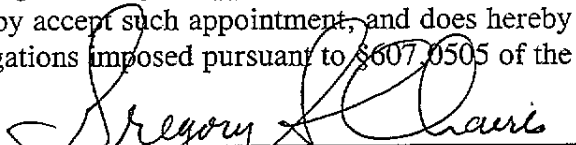
  
NOTARY PUBLIC, STATE OF FLORIDA  
**Lourdes G. Jones**  
Printed Name of Notary  
Commission No.: **CC460900**  
My Commission Expires: **05/10/99**

99 MAR 11 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Gregory A. Chaires, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0505 of the Florida Business Corporation Act.

  
Gregory A. Chaires