

P9900883975

Law Offices of  
**BRUCE JAY TOLAND**  
A Professional Association

Bruce Jay Toland, Esq.

801 Brickell Avenue  
Suite 1501  
Miami, Florida 33131

James M. Fishman, P.A.  
John R. Fiore, P.A.

Of Counsel

Telephone: (305) 381-7999  
Broward: (954) 463-5908  
Primary Fax: (305) 373-5691  
Secondary Fax: (305) 381-8203

E-Mail: [bjtlaw@aol.com](mailto:bjtlaw@aol.com)

September 17, 1999

FILED  
99 SEP 20 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bureau of Corporate Records  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

400002991184-5  
-09/20/99-01093-018  
\*\*\*\*122.50 \*\*\*\*\*78.75

**RE: State of Florida After Hour Medicine, Inc.**

Dear Sir or Madam:

Enclosed please find two (2) executed duplicate originals of the Articles of Incorporation for the referenced company, together with check, payable to the Secretary of State, in the amount of \$122.50, to be applied as follows:

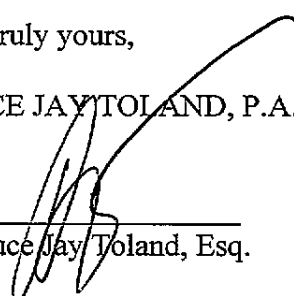
Filing fee:	\$35.00
Certified copy fee:	52.50
Registered Agent filing fee:	<u>35.00</u>
	\$122.50

Please return one certified stamped original of the Articles of Incorporation to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

BRUCE JAY TOLAND, P.A.

By:   
Bruce Jay Toland, Esq.

BJT:kk  
enclosures

9-22  
WC

**ARTICLES OF INCORPORATION OF  
State of Florida After Hour Medicine, Inc.**

---

99 SEP 20 AM 9:16  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the Corporation is, State of Florida After Hour Medicine, Inc.

ARTICLE II  
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III  
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV  
PRINCIPAL OFFICE

The principal office of the corporation is: 8701 S.W. 86<sup>th</sup> Court, Miami, Florida 33143.

ARTICLE V  
MAILING ADDRESS

The mailing address of the corporation is: 8701 S.W. 86<sup>th</sup> Court, Miami, Florida 33143.

ARTICLE VI  
CAPITAL STOCK

This Corporation is authorized to issue one class of stock which shall consist of Two Thousand (2,000) shares of Common Stock having a par value of \$.10 per share of Common Stock, One Thousand (1,000) of which shall be voting shares which shall be designated "Voting Common Stock," and One Thousand of which shall be nonvoting shares which shall be designated "Nonvoting

Common Stock.” The consideration to be paid for each share and the rights attributable to each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VII  
BY-LAWS

The corporation’s board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation, providing for the purchase or redemption by the corporation of its shares of stock, as well as any and all other provisions provided by law.

ARTICLE VIII  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 8701 S.W. 86<sup>th</sup> Court, Miami, Florida 33143, and the name of the initial Registered Agent of this Corporation at that address is J. P. Baar.

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

J. P. Baar

8701 S.W. 86<sup>th</sup> Court  
Miami, Florida 33143

**ARTICLE X**  
**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XI**  
**AMENDMENT**

This Corporation reserves the right to alter, change, amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, in the manner provided by law, and any rights conferred upon the shareholders are subject to this reservation.

**ARTICLE XII**  
**INITIAL BOARD OF DIRECTORS AND OFFICERS**

This Corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial Directors of the Corporation are:

**IRA WELLISCH**  
**10000 S.W. 122<sup>ND</sup> Terrace, Miami, Florida 33176**

**J. P. BAAR**  
**8701 S.W. 86<sup>th</sup> Court, Miami, Florida 33143**

**ARTICLE XIII**  
**INDEMNIFICATION**

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts be paid in settlement, actually and reasonably



**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT State of Florida After Hour Medicine, Inc., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED J.P. BAAR, LOCATED AT 8701 S.W. 86<sup>TH</sup> COURT, MIAMI, FLORIDA 33143, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
\_\_\_\_\_  
J. P. BAAR

Title: Incorporator & Director

Date: September 14, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
J. P. BAAR

FILED  
99 SEP 20 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA