

99000091381

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Independence Medical
Services, Inc.

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☐ Certificate of Status
☐ Certificate of Fictitious Name
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**ARTICLES OF INCORPORATION
OF
INDEPENDENCE MEDICAL SERVICES, INC.**

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ARTICLE I - CORPORATE NAME

The name of this corporation is **Independence Medical Services, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business shall be 20423 State Road 7, Suite 6227, Boca Raton, FL 33498 and mailing address of this corporation shall be PO Box 971271; Boca Raton, FL 33497.

ARTICLE III - CAPITAL STOCK

The number of shares of stock this corporation is authorized to have outstanding at any one time is 1,000 \$1.00 par value common shares.

ARTICLE IV - INITIAL REGISTERED AGENT

The address of the initial registered office of the Corporation is 20423 State Road 7 - Suite 6227, Boca Raton, FL 33498 and the name of the Corporation's initial registered agent for service of process at such address is Robert S. Weinroth, Esq.

ARTICLE V - DIRECTORS

The number of directors of the Corporation shall be fixed by its Bylaws. The initial Board of Directors shall consist of three (3) directors whose name and address are:

Robert S. Weinroth, 21786 Marigot Drive, Boca Raton, FL 33428;
Pamela J. Yaffe, 12408 Antille Drive, Boca Raton, FL 33428; and
Joel C. Westermarck, 1040 Salmon Isle, West Palm Beach, FL 33413.

ARTICLE VI - INCORPORATOR

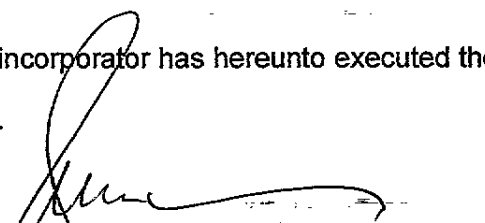
The name and address of the incorporator to these Articles of Incorporation is:

Robert S. Weinroth, 20423 State Road 7, Suite 6227, Boca Raton, FL 33498.

ARTICLE V - INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is, or was, a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, or another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceeding, to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto executed these Articles of Incorporation this 13th day of October, 1999.



Robert S. Weinroth
20423 State Road 7 - Suite 6227
Boca Raton, FL 33498

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of Florida Statutes § 607.0501 or 617.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Independence Medical Services, Inc.**
2. The name of the registered agent and office is:

Robert S. Weinroth, Esq.
20423 State Road 7 - Suite 6227
Boca Raton, FL 33498

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

SIGNATURE _____

DATE _____

[Handwritten Signature]
13 Oct 99