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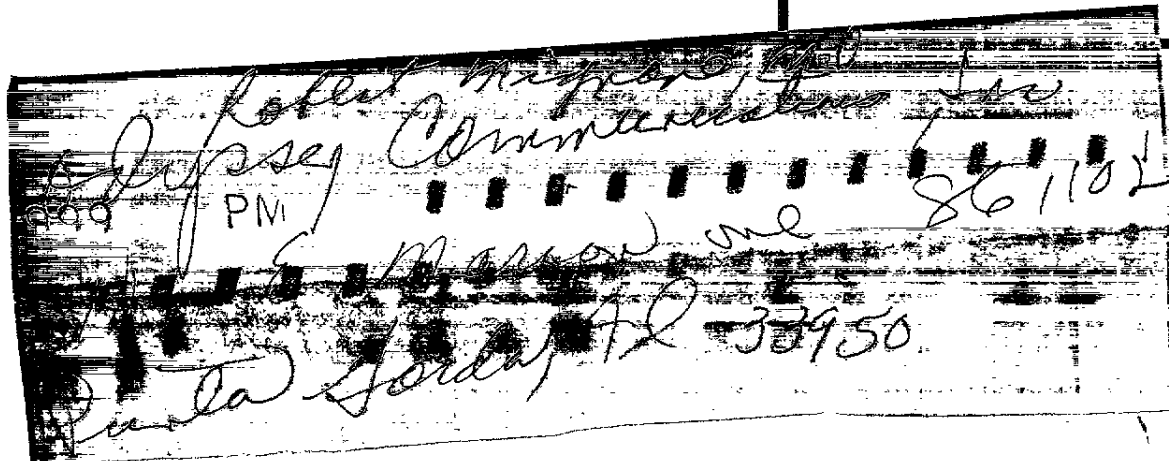
Requester's Name

Address

City/State/Zip

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(Corporation Name)

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(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 29 AM 9:52

FILED

T. Burch NOV 1 1999

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 20, 1999

ROBERT J MIGNONE MD
8318 MIDNIGHT PASS ROAD
SIESTA KEY, FL 34242

SUBJECT: ODYESSY COMMUNICATIONS, INCORPORATED
Ref. Number: W99000024130

We have received your document for ODYESSY COMMUNICATIONS, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 399A00050480

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
ODYSSEY COMMUNICATIONS, INCORPORATED

The undersigned, for the purpose of becoming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be ODYSSEY COMMUNICATIONS, INC.

ARTICLE II

The general nature of the business and the objects and purposes of the business proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz.:

(a) To develop and implement various programs in the education of children and adults of all ages and medical care and/or education about medical care of children and adults of all ages. Some ventures would combine and integrate education, and the direct delivery of clinical care. Other ventures would be educational only, and still others might be clinical care only. An example would be an integrated school that offers educational as well as medical services under one roof for a target population. Charter Schools in the State of Florida are one example of such. Schools would not be limited necessarily to Charter Schools. To consult nationally and internationally regarding same. To conduct and own seminars and workshops on same.

(b) Odyssey Communications could own and operate such schools directly or could manage such schools under contract with the appropriate agencies.

© Odyssey Communications could enter into other managerial ventures such as a medical service organizations that offers a variety of practice management services to medical, dental and other professional practices. It could offer the same kinds of business accounting, and support services management to other institutions including hospitals, businesses and other agencies.

- (d) Odyssey Communications could enter into any other kind of legitimate business that is allowed under the Florida Statutes such as the establishment of automobile leasing companies, management and/or direct ownership operation of food services to schools, medical facilities, transportation services to medical facilities and schools or similar kinds of support services to any and all legitimate agencies..
- (e) Odyssey Communications could develop, conduct and out-right own or manage educational seminars for a variety of target professional and business groups. The topics could be any legitimate topic that might include education and/or medicine, such as stress management, innovative educational strategies, ethical issues in medicine. Virtually any legitimate topic could be presented and taught in a lecture, seminar or workshop format.
- (f) Odyssey Communications could engage in any legitimate businesses designed to make a profit so long as they satisfy the statutory requirements of the United States of America.
- (g) To subscribe for, purchase or otherwise acquire with all or any part of the property of the corporation.
- (h) To carry on business at any place or places within the jurisdiction of the United States and in any and all foreign countries, and to purchase, hold, mortgage, convert, lease or otherwise dispose of any deal with real and personal property at any such place or places.
- (i) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature, with any person, firm, corporation, private, public, and municipal body politic under the government of the United States, or any state, territory or colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized pursuant to Florida law.
- (j) To do all and everything necessary, suitable or properly for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, or agents, and to do every other act or acts, thing or things, incidental or appurtenant or growing out of or connected with the aforesaid objects, purposes or powers or any of them.
- (k) The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment or exercise thereof, as conferred by the laws of the State of Florida upon corporations under the provisions of the Florida law.

ARTICLE III

The total number of shares of capital stock of the corporation is 100,000 shares of common stock of the par value of \$.01 per share.

ARTICLE IV

The amount of paid-in capital with which the corporation will begin business will be more than five hundred dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be and is located at 121 E. Marion Ave., Ste 1102, Punta Gorda, FL 33950 with the privilege of having branch offices at other places.

ARTICLE VII

The number of directors of this corporation shall be not less than one (1) nor more than seven(7).

ARTICLE VIII

The names and post office addresses of the first board of directors who, subject to the provisions of this certificate of Incorporation, the bylaws and the laws of the State of Florida, shall hold office for the first year of this corporation's existence, or until their successors are elected and have qualified, are as follows:

Robert J. Mignone, MD	Chairman
8318 Midnight Pass Road	
Siesta Key, Florida 34242	

Walter Marks, Ph.D.	Vice Chairman
3275 Village Lane	
Port Charlotte, FL 33953	

Dan Buckner	Secretary Treasurer
1510 Aqui Esta	
Punta Gorda, FL 33950	

There are two classes of stock: voting and non-voting. The name and post office address of the subscriber to this Certificate of Incorporation and the number of shares of stock of this corporation which he agrees to take is as follows:

Voting

- | | | |
|----|-------------------------------------------------------------------------------|-----|
| 1. | Robert J. Mignone, MD
8318 Midnight Pass Road
Siesta Key, Florida 34242 | 45% |
| 2. | Walter Marks, Ph.D.
13700 Lake Point Ct
Port Charlotte, FL 33953 | 45% |

Non-voting

- | | | |
|----|--------------------------------------------------------|-----|
| 1. | Dan Buckner
1510 Aqui Esta
Punta Gorda, FL 33950 | 10% |
|----|--------------------------------------------------------|-----|

The sum of at least one dollar (\$1.00) per share will be paid for the said stock subscription.

ARTICLE X

The corporation may enter into contracts or transact business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any corporation or association in which any of its directors is a stockholder, director or officer, and such contract or transaction shall not be invalidated or in anywise affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the corporation upon such contract or transaction; and no director or directors having such adverse interest shall be liable to the corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such director or directors be accountable for any gains or profits realized therefrom; always, provided, however, that such contract or transaction shall be at the time at which it was entered into, have been a reasonable one to have entered into, and shall have been upon terms that were at the time fair.

ARTICLE XI

The officers of this corporation shall be a Chief Executive Office, a Chief Medical Officer, a vice president and President, and such other offices and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such term, and have such powers and duties as may be

prescribed by the bylaws or determined by the Board of Directors. Any person may hold two or more offices, except that of Secretary of the Corporation.

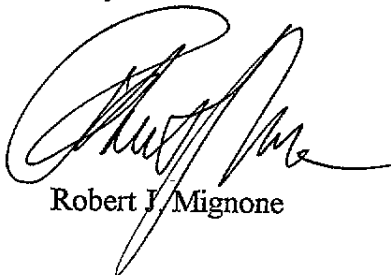
ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XIII

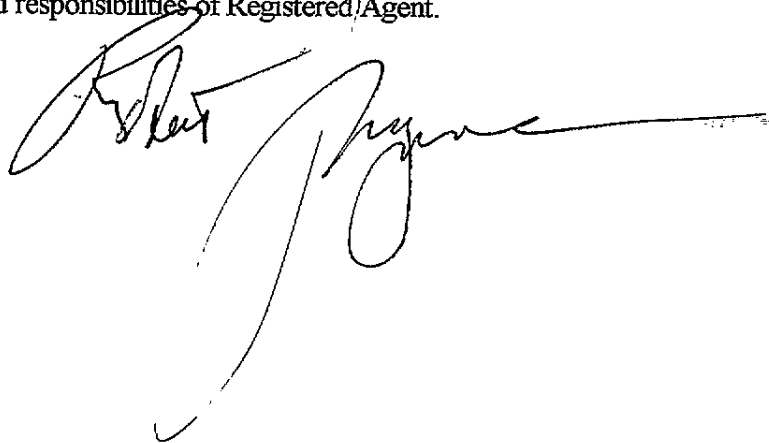
The corporation designates Robert J. Mignone, MD, located at 8318 Midnight Pass Road, Siesta, Florida 34242 as its agent to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation in Sarasota, Florida, this October 5, 1999



Robert J. Mignone

I, Robert J. Mignone located at 8318 Midnight Pass Road, Siesta Key, Florida 34242, am familiar with and accept the duties and responsibilities of Registered Agent.

A handwritten signature in black ink, appearing to read "Robert J. Mignone". The signature is fluid and cursive, with a long horizontal stroke extending to the right.