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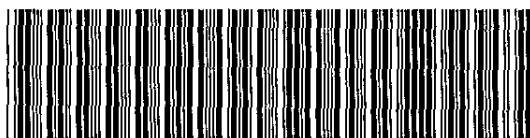
(Business Entity Name)

(Document Number)

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2005 FEB 23 P 2:21 RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 FEB 23 PM 3:28
TALLAHASSEE, FLORIDA

D. WHITE FEB 24 2005

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Access One Consumer Health, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Timothy J. Meenan

Name (Printed or typed)

Blank, Meenan & Smith, PA, 204 South Monroe Street

Address

Tallahassee, FL 32301

City, State & Zip

850/681-6710

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED

OF

2005 FEB 23 P 2:21

ACCESS ONE CONSUMER HEALTH, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of Chapter 607, Florida Statutes, do hereby certify as follows:

Article I

Name

The name of the corporation is **ACCESS ONE CONSUMER HEALTH, INC.** (hereinafter the "Corporation").

Article II

Principal Office

The principal place of business and mailing address of the corporation is 809 East Main Street, Spartanburg, South Carolina 29302.

Article III

Purpose

The Corporation is organized to engage in any lawful activity for which a corporation may be organized under Chapter 607, Florida Statutes, including, without limitation, operating a discount medical plan organization in the State of Florida.

Articles IV

Resident Agent

The name and address of the Corporation's Florida registered agent is:

Timothy J. Meenan
204 South Monroe Street
Tallahassee, Florida 32301

Article V

Shares

The Corporation shall have the authority to issue two hundred (200) shares of common stock with a par value of \$.001 per share. The Corporation has authority to only issue one class of stock. No shares of stock may be issued for less than par value. Each outstanding share of stock is entitled to one (1) vote in accordance with these Articles and the by-laws adopted by the Corporation, and all outstanding shares have equal voting rights in all respects. The holders of

the outstanding shares of stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or shares of the capital of the Corporation.

Article VI

Transfer of Shares

No shareholder may transfer any share of the corporation to anyone, other than an individual who is not a nonresident alien, an estate or trust of the type described in 26 U.S.C.A. § 1361(c)(2)(A), as amended from time to time or any successors to that section, and who executes this agreement, unless shareholders holding over fifty percent (50%) of the voting power of all shares of the corporation consent to the transfer.

Subject to the restrictions on transfer in this Article, a shareholder that owns or shareholders that own more than fifty percent (50%) ("Controlling Shareholder") of the issued and outstanding stock of the Corporation may sell all of his/her/their stock pursuant to a bona fide written offer ("Offer") from a Person that is not a Related Party or an Affiliate of the Controlling Shareholder ("Purchaser"), provided that the Offer includes the Purchaser's obligation to purchase all of the other issued and outstanding share of the Corporation as of the date of the Offer for the same price and on the same terms and conditions as the Purchaser has offered to purchase the Controlling Shareholder's Shares. The Controlling Shareholder, on receipt of the Offer, shall notify all other shareholders in writing of the Offer and enclose a copy of the Offer with such notice. The other shareholders shall have a period of thirty (30) days following their receipt of such notice to exercise their right to have the Purchaser purchase their shares pursuant to the Offer. If any shareholder elects not to exercise his/her right to have the Purchaser purchase his/her Common Shares, then the Controlling Shareholder and any other Shareholders that have elected to sell their shares to the Purchaser may proceed with the closing of the Offer at the same price and on the same terms and conditions disclosed in the above required notice.

The "same price" means, for purposes of this Article, all direct or indirect payments made or to be made to the Controlling Shareholder (e.g., per share price, consulting fees, and noncompete payments).

Article VII

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of the 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.

Article VIII

Cumulative Voting

At each election for directors, each shareholder entitled to vote at such election shall have the right to cast as many votes as the number of Directors being elected multiplied by the number

of voting shares held by the shareholder. Such votes may be cast for one candidate or distributed among candidates.

Article IX **Directors**

The governing body of the Corporation is styled as the Board of Directors. The number of directors of the Corporation, the qualifications of directors, and the term of office of each director shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws of the Corporation. Any individual holding 30% or more of the outstanding shares of the Corporation shall be entitled to be a Director. The Board of Directors shall have the power without assent or vote of the stockholders to make, alter, amend, change, add to, or repeal the by-laws of the Corporation as provided in the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends. Where not prohibited by law, directors may participate in meetings of the Board of Directors by means of telephone conferences, and the directors may take action by written consent. No by-law shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

The directors may, in their discretion, submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering such act or contract, and any such contract or act that shall be approved or be ratified by a majority vote of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy). No contract or act or other transaction of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation have a pecuniary or other interest in, for any reason, in such contract, act, or transaction. Any directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken.

The initial Directors of the Corporation are as follows:

C. Daniel Adams
809 East Main Street
Spartanburg, South Carolina 29302

Julian Crawford
809 East Main Street
Spartanburg, South Carolina 29302

Article X
Director Liability

The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented. The Corporation shall indemnify any director or officer made a party to any action, suit, or proceeding by or on behalf of the Corporation to procure a judgment in its favor by reason of his being or having been a director or an officer of the Corporation, or a director or officer of any other corporation which position he held at the request of the Corporation, against all reasonable expenses, including, but not limited to, attorneys' fees and court costs, except in relation to matters which allege malfeasance in the discharge of his duties to the Corporation.

The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstances permitted under Florida Law. Upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by law.

No director shall be liable or responsible for action undertaken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the by-laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board of Directors is acting under the provisions or in the manner authorized by these Articles of Incorporation or the by-laws. The defense of any legal, equitable, or other action taken by the Board of Directors shall be conducted by counsel for the Corporation, unless the action, suit, or proceeding is brought by or on behalf of the Corporation. In the event of a judgment or decree being rendered against any director, the Corporation shall indemnify the director in the manner set forth above. This Article shall not apply to acts or omissions which involve intentional misconduct, fraud, or a knowing violation of the laws or acts involving an intentional distribution in violation of Florida Law.

Article XI
Initial Officers

The names, addresses and titles of the initial officers of the corporation are:

C. Daniel Adams	President
809 East Main Street	
Spartanburg, South Carolina 29302	

Julian Crawford	Secretary & Treasurer
809 East Main Street	
Spartanburg, South Carolina 29302	

Article XII
Amendments

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all of the directors sign a written statement approved by all of the shareholders manifesting the intention that an amendment to these Articles of Incorporation be adopted.

Article XIII
Term

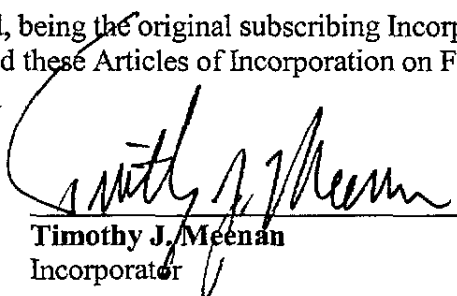
The Corporation shall have perpetual existence.

Article XIV
Incorporator

The name and address of the sole incorporator are as follows:

Timothy J. Meenan
204 South Monroe Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation on February 23rd, 2005.



Timothy J. Meenan
Incorporator

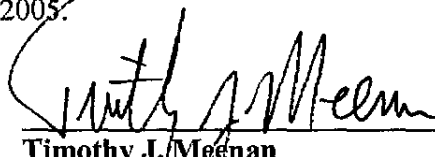
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

FILED

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

2005 FEB 23 P 2:21
CLERK OF STATE
TALLAHASSEE, FLORIDA

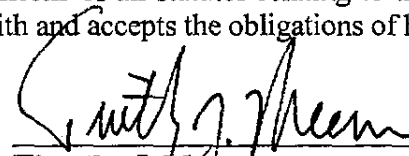
ACCESS ONE CONSUMER HEALTH, INC., desiring to organize as a corporation under the laws of the state of Florida, has designated 204 South Monroe Street, Tallahassee, Florida, 32301, as its initial registered office and has named Timothy J. Meenan, located at said address, as its initial Registered Agent effective February 23rd, 2005.



Timothy J. Meenan
Incorporator

Dated as of February 23rd, 2005

Having been named Registered Agent to accept service of process for **ACCESS ONE CONSUMER HEALTH, INC.**, at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective February 23rd, 2005. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



Timothy J. Meenan
Registered Agent
Dated February 23rd, 2005