

PA800002282

499 Sheridan Street
Suite 308
Dania, Florida 33004

FILED

JAN -7 AM 10:19

December 10, 1997
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Secretary of State
Division of Corporations
Certification Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: ACUPUNCTURE and INTEGRATIVE MEDICINE, INC.

Dear Sirs:

Please find a check in the amount of (\$70.00) as the filing fee for the Articles of Incorporation for Acupuncture and Integrative Medicine, Inc. Enclosed is one original copy of the Articles of Incorporation. Please forward a copy of the certification to the above listed address.

Sincerely,

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*****70.00 *****70.00

Thomas Patullo

P. Hall
JAN - 9 1998

ARTICLES OF INCORPORATION
OF
Acupuncture and Integrative Medicine, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation.

ARTICLE ONE
NAME

The name of the corporation is Acupuncture and Integrative Medicine, Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 499 Sheridan Street, Suite 308, Dania, Florida 33004

The mailing address of the corporation is the same.

ARTICLE THREE
CORPORATE DURATION

The duration of the is perpetual or until dissolved by due process of law.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in business permitted under the laws of the United States and the State of Florida.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Act or engage in any other trade or business which can, in the opinion of the board of the directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

This Corporation is authorized to issue par value common stock as described below, and none other:

| | |
|--------------------------|---------|
| Maximum Number of Shares | 10,000 |
| Par Value per share | \$00.01 |

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least, to the full par value of the stock to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE SIX

INITIAL SUBSCRIBER/REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 499 Sheridan Street, Dania, Florida 33004 and the name of its initial subscriber and registered agent is Thomas Patullo.

ARTICLE SEVEN

DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the Stockholders of this Corporation, which meeting shall be held at such time as shall be provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The names and addresses of the initial Directors who are to conduct the affairs of this Corporation until the first meeting and election and qualification his successor:

Thomas Patullo 499 Sheridan Street, Dania, Florida 33004

ARTICLE EIGHT
PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE NINE
MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director.

2. Upon election of the Board of Directors by the Stockholders, as such Board shall manage the business and affairs of the Corporation, without the need of further authorization from the Stockholders, except as provided by law, or otherwise from the Stockholders, except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Laws adopted by the Directors. The Directors may not alter, amend, or repeal any By-Laws adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Stockholder present at the meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2 day of ~~December, 1997~~ JANUARY 1998

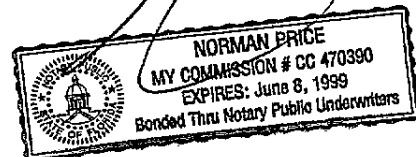
 (President)
THOMAS PATULLO

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Thomas Patullo (Dr.'s License# P340-820-61-004-0) known to me and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 2 day of ~~December, 1997~~ JANUARY 1998

NOTARY PUBLIC:





Norman Price

 Norman Price

State of Florida at Large
 (Seal)
 My Commission Expires 6/8/99

The undersigned hereby accepts designation as Registered Agent of the Corporation.

Thomas Patullo (president)

 Thomas Patullo

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