

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

3/30/99



CERTIFIED COPY

CUS

☒ PHOTO COPY

☒ FILING

Foreign

1.) Therapeutic Concepts, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 30 PM 2:20

12 3/30

100002823901--9
-03/30/99--01075--001
*****70.00 *****70.00

SPECIAL INSTRUCTIONS

RECEIVED
99 MAR 30 PM 12:47

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

C. Robert Stanley, Secretary of Therapeutic Concepts, Inc., a corporation duly organized under the laws of the State of Delaware (the "Corporation"), does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted by written consent action dated March 5, 1999.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name **TCI, Inc.** for use in transacting business in the State of Florida pursuant to Section 607.1506 Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."

C. Robert Stanley

C. Robert Stanley, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 30 PM 2:20

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. Therapeutic Concepts, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. July 17, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1126 South Federal Hwy., Suite 364
Ft. Lauderdale, Florida 33316
(Current mailing address)
8. To develop a network of service outlets throughout the United States
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) providing complementary regimens to conventional health care therapies
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.

Charles A. Coyle

(Registered agent's signature)

Charles A. Coyle - Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 30 PM 2:20

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Director: Allan T. Boshell

Address: 1126 South Federal Hwy., Suite 364

Ft. Lauderdale, Florida 33316

Director: C. Robert Stanley

Address: 1126 South Federal Hwy., Suite 364

Ft. Lauderdale, Florida 33316

Director: Allen Goetsch, M.D.

Address: 1126 South Federal Hwy., Suite 364

Ft. Lauderdale, Florida 33316

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Allan T. Boshell

Address: 1126 South Federal Hwy., Suite 364

Ft. Lauderdale, Florida 33316

Vice President: Allen Goetsch, M.D.

Address: 1126 South Federal Hwy., Suite 364

Ft. Lauderdale, Florida 33316

Exec. COO
Secretary: C. Robert Stanley

Address: 1126 South Federal Hwy., Suite 364

Ft. Lauderdale, Florida 33316

Chief Financial Officer:
~~Treasurer~~: Charles E. Serianni, CPA

Address: 1126 South Federal Hwy., Suite 364

Ft. Lauderdale, Florida 33316

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Allan T. Boshell, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THERAPEUTIC CONCEPTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THERAPEUTIC CONCEPTS, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF JULY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 30 PM 2:20




Edward J. Freel, Secretary of State

2774514 8300

991114794

AUTHENTICATION:

DATE:

9647144

03-24-99