

N9600000 3703

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301. (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

of _____ No 52813
 RE: New Medicine Clinic Inc

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend
- Dissolution/Withdrawal
- C U S-
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service _____
- Shipping/Handling
- Phone () _____
- Top Priority _____
- Express Mail Prep. _____
- FAX () _____ pgs.

C.C. FEB 05
 FILED
 JUL 15 AM 10:24
 1-800-342-8062
 07/15/96
 ****122.50
 ****122.50

SUBTOTALS	_____
FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/15	_____	_____
TIME	9:30	_____	CK No. _____
BY	[Signature]	_____	_____

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

NEW MEDICINE CLINIC, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
96 JUL 15 AM 10:24
TALLAHASSEE, FLORIDA

The Undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is New Medicine Clinic, Inc.

ARTICLE II. DURATION

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III. PURPOSE

The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Subsection 501(c)(3) of the Internal Revenue Code of 1986.

The terms charitable, educational, and scientific shall be limited only by applicable Internal Revenue Service regulation or case law. "Charitable" shall be construed in its generally accepted legal sense and shall not be construed as limited by the separate usage in Subsection 501(c)(3) of the Internal Revenue Code of 1986 of other tax-exempt purposes which may fall within the broad outlines of "Charity" as developed by judicial decisions.

"Educational" shall include the training of individuals or the developing of the capabilities of individuals; or the instruction of the public on subjects useful to individuals and beneficial to the community. The Corporation may advocate a particular position or viewpoint deemed by its Board of Directors to be educational, provided the viewpoint or position presents a

sufficiently full and fair exposition of the pertinent facts to permit an individual or the public to form an independent opinion or conclusion. The Corporation will not principally act or function to present unsupported opinion.

"Scientific" shall include research carried on for a scientific purpose, provided it is done in the public interest. Results of any scientific research carried on by the Corporation (including patents, copyrights, processes, or formulae) shall be made available to the public on a nondiscriminatory basis.

In addition to the foregoing, the following provisions shall govern the operation of the Corporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Subsection 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by corporation contributions to which are deductible under Subsection 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsection 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection

4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

In addition to the foregoing, the Corporation shall have the power and authority to act as a trustee, pursuant to Florida Statute 617.21, as conferred upon it by any settlor of any inter vivos or testamentary trust and approved for administration from time to time by the Board of Directors.

ARTICLE IV. DIRECTORS

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

<u>Name</u>	<u>Address</u>
Mark Gocke, M.D.	210 Jupiter Lakes Boulevard Building 4000, Suite 205 Jupiter, Florida 33458
Ember Carianna, N.D.	2601 North Flagler Drive Suite 212 West Palm Beach, Florida 33407
Jerry Algozer, M.A.	1160 North Federal Highway Apartment 317 Fort Lauderdale, Florida 33304

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such statement shall be prima facie evidence of such authority.

ARTICLE V. REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 2601 North Flagler Drive, Suite 212, West Palm Beach, Florida 33407. The initial registered agent of the Corporation at that address shall be Jerry Algozer.

ARTICLE VI. MEMBERSHIP

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

ARTICLE VII. MEMBERSHIP CONTROL

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapter 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes.

ARTICLE VIII. NONSTOCK CORPORATION

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE IX. BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

ARTICLE X. AMENDMENTS

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

ARTICLE XI. INCORPORATORS

The names and residence addresses at the subscribers of these Articles of Incorporation are:

IN WITNESS WHEREOF, we have subscribed our names this 10th day of July, 1996.

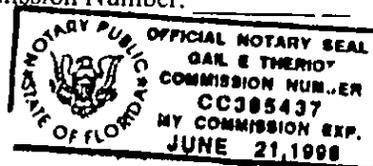
[Signature]
Mark Gocke, M.D., Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of July, 1996, by Mark Gocke, M.D., as incorporator

who is personally known to me
 who has produced _____ as identification

[Signature]
Gail E Theriot
(Print name of Notary)
Notary Public
Commission Number: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.034(3) Florida Statutes, the following is submitted:

New Medicine Clinic, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 2601 North Flagler Drive, Suite 212, West Palm Beach, Florida 33407, has named Jerry Algozer, located at 2601 North Flagler Drive, Suite 212, West Palm Beach, Florida 33407, as its agent to accept service of process within Florida.

DATE: 7/10/96

Mark Gocke
Mark Gocke, M.D., Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 7/10/96

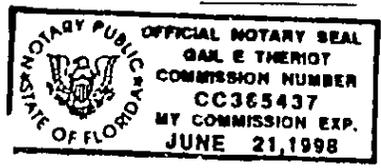
Jerry Algozer
Jerry Algozer, Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of July, 1996, by Jerry Algozer,

- who is personally known to me
- who has produced Drivers License as identification

Gail E. Theriot
Gail E. Theriot
(Print name of Notary)
Notary Public
Commission Number: _____



FILED
96 JUL 15 AM 10:24
PALM BEACH, FLORIDA