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LAW OFFICES OF  
STEVEN T. WITTMER, P.A.

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ADMITTED IN FLORIDA & GEORGIA

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PETER W. MARTIN, CHARTERED  
OF COUNSEL

November 3, 2000

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-11/14/00--01032--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

New Filing Section - Division of Corporations  
Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

VIA U.S. MAIL  
DELIVERY CONFIRMATION REQUESTED

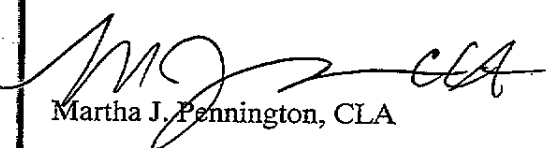
Re: New Filing: Sarasota Acupuncture Center, Inc.

Dear Intake Clerk:

Enclosed herewith please find the Articles of Incorporation for Sarasota Acupuncture Center, Inc., together with a check in the amount of \$78.75. Please forward the certified copy of the Articles of Incorporation to Sarasota Acupuncture Center, Inc. (A postage prepaid envelope has been provided.)

Thank you for your attention to this matter.

Very Truly Yours,

  
Martha J. Pennington, CLA

Enclosures

FILED  
00 NOV 14 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11-16  
WCC

**ARTICLES OF INCORPORATION OF**  
**SARASOTA ACUPUNCTURE CENTER, INC.**

FILED  
00 NOV 14 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is **SARASOTA ACUPUNCTURE CENTER, INC.**, a Florida corporation.

**ARTICLE II**

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE III**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV**

The existence of the corporation is perpetual.

## **ARTICLE V**

The street address of the initial business office of the corporation is 1945 Versailles Street, Suite 103, Sarasota, FL 34239, and the name and address of the initial registered agent of the corporation at that address is Larissa Carmichael, 1945 Versailles Street, Suite 103, Sarasota, FL 34239.

## **ARTICLE VI**

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

## **ARTICLE VII**

The names and addresses of the members of the first Board of Directors of the corporation and the initial Officers who shall hold office for the first year of the corporation's existence or until their successor(s) is/are elected and qualified is/are:

### **DIRECTORS**

### **ADDRESS**

Larissa Carmichael

1945 Versailles Street, Suite 103  
Sarasota, FL 34239

### **OFFICERS**

Larissa Carmichael, President, Vice-President, Secretary & Treasurer

### **ARTICLE VIII**

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

### **ARTICLE IX**

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

### **ARTICLE X**

The name and address of the person signing these Articles as the Incorporator is: Larissa Carmichael, 1945 Versailles Street, Suite 103, Sarasota, FL 34239.

### **ARTICLE XI**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders' meeting by the affirmative vote of the holders of two-third 2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

**ARTICLE XII**

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED this 3<sup>rd</sup> day of November, 2000.

  
LARISSA CARMICHAEL

STATE OF FLORIDA     )  
                                  ) S.S.  
COUNTY OF SARASOTA   )

**BEFORE ME**, the undersigned authority, personally appeared LARISSA CARMICHAEL to me known to be the person who subscribed to the foregoing Articles of Incorporation of SARASOTA ACUPUNCTURE CENTER, INC. and she acknowledged that she did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

LARISSA CARMICHAEL is personally known to me.

WITNESS my hand and seal this 3<sup>rd</sup> day of November, 2000.

  
NOTARY PUBLIC

**SEAL**

My Commission Expires: 1/9/01



Erika K. Banfelder  
MY COMMISSION # CC612619 EXPIRES  
January 9, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

FILED  
00 NOV 14 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

SARASOTA ACUPUNCTURE CENTER, INC. desiring to organize under the laws of the State of Florida, hereby designates Larissa Carmichael, as its registered agent and 1945 Versailles Street, Suite 103, Sarasota, FL 34239 as its registered office.

**ACCEPTANCE**

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.

  
LARISSA CARMICHAEL