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P02000027774

EFFECTIVE DATE

2-27-02

FILED  
02 MAR -6 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 5, 2002

**VIA FEDEX**

400005049704--5

-03/06/02--01035--012

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Jade Palms Health and Healing Center, P.A. /Corporate Formation Matters  
Our File No. 999092.03

Dear Clerk:

In connection with the above referenced matter, enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for filing with the Department of State.

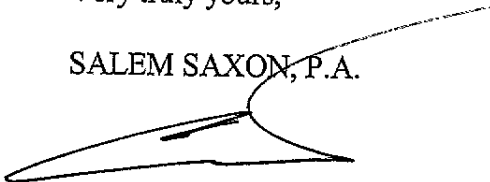
Enclosed is a check in the amount of \$78.75 for filing fees. Please certify and return the second set of original Articles of Incorporation to us.

If you have any questions, please do not hesitate to call us. Thank you in advance for your prompt attention to this matter.

With kindest personal regards, I am

Very truly yours,

SALEM SAXON, P.A.



Evin L. Netzer

Enclosures

**RECEIVED DATE**  
2-27-02

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**JADE PALMS HEALTH AND HEALING CENTER, P.A.**

In compliance with Chapter 607 and 621, Florida Statutes:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is Jade Palms Health and Healing Center, P.A. (hereinafter called the "Corporation").

**ARTICLE II**

**EFFECTIVE DATE; PERIOD OF DURATION**

These Articles of Incorporation shall become effective, and the existence of the Corporation shall begin effective February 27, 2002. The duration of the Corporation's existence shall be perpetual.

**ARTICLE III**

**PURPOSE**

The purpose of the Corporation shall be the sole and specific purpose of rendering the services of an acupuncture physician.

**ARTICLE IV**

**AUTHORIZED STOCK**

1. The aggregate number of shares that the Corporation shall be authorized to issue is One Thousand (1,000) shares of common stock with no par value. The Corporation shall not have the authority to issue shares in series.
2. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.
3. Property, labor or services may also be purchased with the capital stock of the Corporation at such valuation as may be fixed by the Board of Directors.

## **ARTICLE V**

### **REGULATION OF INTERNAL AFFAIRS**

1. **Meetings of Shareholders and Directors.** Meetings of the Shareholders and Directors of the Corporation may be held either within or outside of the State of Florida at such place or places as may from time to time be designated in the By-Laws or by resolution of the Board of Directors.

2. **By-Laws.** The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The Board of Directors may amend or repeal the By-Laws, or may adopt new By-Laws. The By-Laws may contain any provisions for the regulation and management of the Corporation which are consistent with the laws of the State of Florida and these Articles of Incorporation.

## **ARTICLE VI**

### **BOARD OF DIRECTORS; OFFICERS**

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) person. The initial director of the Corporation shall be Jennifer Lyn Dysard, AP, whose address is 41 S. Atlantic Avenue, Cocoa Beach 32391.

The Corporation shall have a President and such other officers as are set forth in the Bylaws of the Corporation. The initial President shall be Jennifer Lyn Dysard, AP, whose address is 41 S. Atlantic Avenue, Cocoa Beach 32391.

## **ARTICLE VII**

### **PERFORMANCE OF BUSINESS**

The business of the Corporation shall be conducted by such officers and assistant officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the By-Laws.

## **ARTICLE VIII**

### **INCORPORATOR**

The name and address of the incorporator of the Corporation is Evin L. Netzer, Esq., Salem Saxon, P.A., 101 E. Kennedy Blvd., Suite 3200, Tampa, FL 33602.

**ARTICLE IX**

**PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

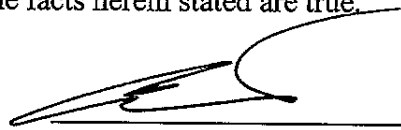
The principal place of business of the Corporation is to be located at 41 S. Atlantic Avenue, Cocoa Beach 32391, however, with the privilege of having branch offices or places of business in any place or places within or outside of the State of Florida. The registered agent, whose office is located at 101 E. Kennedy Boulevard, Suite 3200, Tampa, Florida 33602 shall be, until otherwise designated, Evin L. Netzer, Esq.

**ARTICLE X**

**AMENDMENTS**

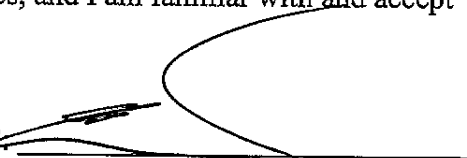
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 5<sup>th</sup> day of March, 2002, for the purposes of forming the Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

  
Evin L. Netzer, Incorporator

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

SIGNATURE

  
Evin L. Netzer, Esq.  
(REGISTERED AGENT)

DATE: March 5, 2002 (effective as of the effective date of incorporation)

FILED  
02 MAR -6 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA