

P02000082403

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

-07/29/02--01040--001
*****87.50 *****87.50

SUBJECT: ACUPUNCTURE HEALTHCARE PHYSICIANS, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700006720907--5

-07/29/02--01040--001
*****87.50 *****87.50

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: NINETTE MAMCZUR

Name (Printed or typed)

2628 NEWFOUND HARBOR DRIVE

Address

MERRITT ISLAND, FL 32952

City, State & Zip

(321) 453-5327

Daytime Telephone number

FILED
02 JUL 29 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

D. WHITE JUL 30 2002

ARTICLES OF INCORPORATION
OF
ACUPUNCTURE HEALTHCARE PHYSICIANS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be ACUPUNCTURE HEALTHCARE PHYSICIANS, INC. whose post office address is 2628 Newfound Harbor Drive, Merritt Island, Florida 32952.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of filing of these Articles of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 5,000 \$1.00 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

“These Shares Are Held Subject to Certain Transfer
Restrictions Imposed By This Corporation’s Articles
Of Incorporation, a Copy Of Which Is On File At
This Corporation’s Principal Office.”

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation’s Initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation’s by laws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors is:

NINETTE MAMCZUR

2628 Newfound Harbor Drive

Merritt Island, Florida 32952.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE &
AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

2628 Newfound Harbor Drive
Merritt Island, Florida 32952

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

NINETTE MAMCZUR

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

NINETTE MAMCZUR
2828 Newfound Harbor Drive
Merritt Island, Florida 32952

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

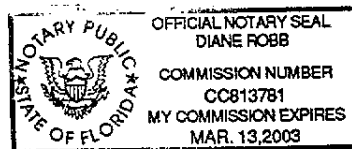
Ninette Mamczur
NINETTE MAMCZUR - Incorporator

State of Florida
County of Brevard

On 7/26/2002, NINETTE MAMCZUR, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of ACUPUNCTURE HEALTHCARE PHYSICIANS, INC.

Diane Robb
Notary Public

DIANE ROBB
(Notary Public - Printed or Typed Name)



Commission Expiration Date & Commission Number.

(SEAL)

I hereby accept my designation as resident agent and agree to serve as the resident agent of ACUPUNCTURE HEALTHCARE PHYSICIANS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ACUPUNCTURE HEALTHCARE PHYSICIANS, INC.

Ninette Mamczur
NINETTE MAMCZUR - Registered Agent

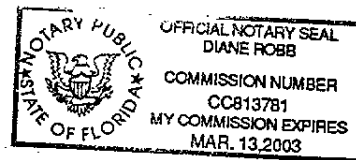
State of Florida
County of Brevard

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

On 7/26/2002, NINETTE MAMCZUR, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation of ACUPUNCTURE HEALTHCARE PHYSICIANS, INC.

Diane Robb
Notary Public

DIANE ROBB
(Notary Public - Printed or Typed Name)



Commission Expiration Date & Commission Number