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(Requestor's Name)

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(City/State/Zip/Phone #)

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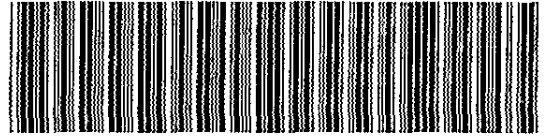
(Business Entity Name)

(Document Number)

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01/27/03--01050--003 **78.75

EFFECTIVE DATE
01-24-03

FILED
03 JAN 27 PM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MEMBER
FLORIDA BAR
CONNECTICUT BAR

L. WESLEY NICHOLS, P.A.
ATTORNEY AT LAW
11380 PROSPERITY FARMS ROAD, SUITE 204
PALM BEACH GARDENS, FLORIDA 33410
TELEPHONE (561) 691-2020
FAX (561) 622-5531

LYNNE A. HAGIBES, CLA
CERTIFIED LEGAL ASSISTANT

January 24, 2003

Secretary of State
Florida Department of State
Corporations Divisions
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Gardens Health and Wellness, P.A.**

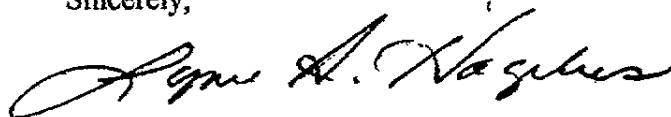
Dear Sir/Madam:

EFFECTIVE DATE

01-24-03

Enclosed please find the Articles of Incorporation for the above-referenced corporation along with the filing fee of \$78.75. Please cause these Articles of Incorporation to be filed and return to me a filed stamped copy thereof. If you have any questions or if there are any problems, feel free to contact me. A self addressed-stamped envelope for ease of return is enclosed for your convenience.

Sincerely,



Lynne A. Hagibes, CLA
Certified Legal Assistant

/lh
Enclosure

**ARTICLES OF INCORPORATION
OF
GARDENS HEALTH AND WELLNESS, P.A.**

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03 JAN 27 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under the provisions of the laws of the State of Florida, hereby make, subscribe and acknowledge before a notary public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is: GARDENS HEALTH AND WELLNESS, P.A.

ARTICLE II - PURPOSE

EFFECTIVE DATE
01-24-03

This corporation is organized for the following purposes:

- (A). To engage in the practice of chiropractic medicine as a professional medical corporation and to carry on services incident thereto. The practice of chiropractic medicine is the sole and exclusive professional service to be rendered by this corporation.
- (B). To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- (C). The professional services of this corporation shall be carried out only through officers, employees and agents, each of whom has been admitted to the Florida Board of Chiropractic Medicine, and is duly authorized to chiropractic medicine in the State of Florida.

ARTICLE III - DURATION

This corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 100 shares. Such shares shall be of a single class of common stock and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than 1. The names and post office address of the first board of directors who, being subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and laws of the State of Florida shall hold office for the 1st year of the corporation's existence, or until their successors are selected and have been qualified, are:

PHILLIP SCUDERI
4383 Northlake Blvd.
Palm Beach Gardens, Fl. 33410

ARTICLE VI - INCORPORATOR

The names and post office address of the incorporator of these Articles
of Incorporation is:

L. Wesley Nichols, Esq.
11380 Prosperity Farms Road
Suite 204
Palm Beach Gardens, FL. 33410

ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or appeal any provisions contained in these
Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders
is subject to this reservation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11380 Prosperity
Farms Road, Palm Beach Gardens, Florida, 33410 , and the name of the initial registered agent of
this corporation at that address is L. Wesley Nichols, Esq.

ARTICLE IX - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be located at

4383 Northlake Blvd.
Palm Beach Gardens, Fl. 33410

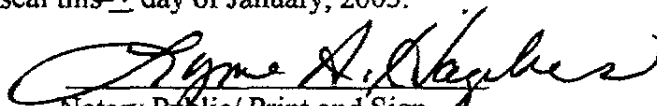
IN WITNESS WHEREOF, the undersigned, being the incorporator for the purpose of forming a corporation for profit to do business both without and within the State of Florida do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct as set forth and accordingly, have hereunto set my hand and seal this ²⁴ day of January, 2003.


L. Wesley Nichols

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

Before me, the undersigned authority personally appeared L. Wesley Nichols, who is personally known to me or who ~~has produced~~ as identification, and after being by me first duly cautioned and sworn, upon his oath, deposes and says that he is the original subscriber to the foregoing Articles of Incorporation and severally acknowledge the said execution by his free and voluntary act and deed, for himself and not for the other, and that the facts therein stated are truly set out.

WITNESS my hand and official seal this ²⁴ day of January, 2003.


Notary Public/ Print and Sign

Official Seal:



Lynne A Hagibis
My Commission DD116877
Expires June 1, 2006


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

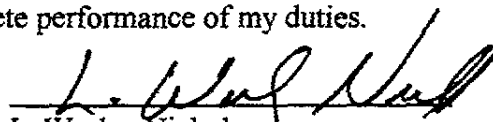
That GARDENS HEALTH AND WELLNESS, P.A. , desiring to organize under the laws of the State of Florida, with its principal office in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, as indicated in the Articles of Incorporation, has named L. Wesley Nichols, 11380 Prosperity Farms Road, Suite 204, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within this state.

Dated: 1/24/03


L. Wesley Nichols
(Incorporator)

Having been named to accept services of process for the above stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office and to comply with all provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 1/24/03


L. Wesley Nichols