

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)205-0391

From:

Account Name : MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.
Account Number : T20000000078
Phone : (305) 358-0050
Fax Number : (305) 358-0550

FLORIDA PROFIT CORPORATION OR P.A.

Wasserman & Miranda, D.O.M., P.A.

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| Certificate of Status | 1 |
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**ARTICLES OF INCORPORATION
OF**

WASSERMAN & MIRANDA, D.O.M., P.A.

The undersigned, for the purposes of forming a professional corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name and initial address of this corporation shall be: Wasserman & Miranda, D.O.M., P.A., One Southeast Third Avenue, Suite 2200, Miami, Florida 33131.

**ARTICLE II
DURATION**

The effective date of this corporation shall be the date of filing with the Florida Secretary of State, and the corporation shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III
PURPOSE**

The general purpose for which the corporation is organized is to engage in every aspect of the practice of oriental medicine, as defined in Section 457.102, Florida Statutes, and any successor statutes. The professional services involved in the corporation's practice of oriental medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice oriental medicine in the State of Florida.

The corporation shall not engage in any business other than the practice of oriental medicine. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

**ARTICLE IV
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of \$.01 per share.

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be One Southeast Third Avenue, Suite 2200, Miami, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Robert B. Macaulay.

ARTICLE VI
INITIAL DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than two. The names and addresses of the persons who shall serve as members of the initial board of directors are:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Daniel Wasserman | 1030 NE 170 th Terrace North Miami Beach, Florida 33162 |
| Cindy Miranda | 5981 SW 136 th Street Miami, Florida 33156 |

ARTICLE VIII
ELIGIBLE SHAREHOLDERS

A. The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice oriental medicine in the State of Florida. In the event that a shareholder:

- (i) becomes disqualified to practice oriental medicine in this State; or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge, any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such a sale, transfer hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge, is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the bylaws of this corporation; or
- (iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any

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legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation,

then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a bylaw provision or written agreement between the corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and cancelled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

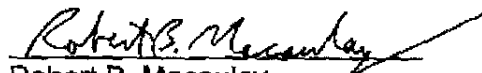
B. No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except with the consent of all other shareholders and except to another individual who is then duly authorized and licensed to practice oriental medicine in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

C. The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchases of redemption of the corporation of its shares of stock.

ARTICLE IX **INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 18th day of May 2004.


Robert B. Macaulay,
Incorporator

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STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Robert B. Macaulay, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 18 day of May 2004.



Gladys Vasquez Kropp
Commission # 110 036859
Expires July 30, 2006
Bonded Firm
Atlantic Bonding Co., Inc.

NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Wasserman & Miranda, D.O.M., P.A. at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: May 18, 2004

Robert B. Macaulay
Robert B. Macaulay

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