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W04-36613

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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ex 10/12

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Therapeutic Medical Massage, Inc.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 5, 2004

CAPITAL CONNECTION, INC.

SUBJECT: THERAPEUTIC MEDICAL MASSAGE, INC.  
Ref. Number: W04000036613

We have received your document for THERAPEUTIC MEDICAL MASSAGE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Document Specialist  
New Filings Section

Letter Number: 304A00057723

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

04 OCT 12 AM 11:22

**ARTICLES OF INCORPORATION**  
**OF**  
**THERAPEUTIC MEDICAL MASSAGE, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be: THERAPEUTIC MEDICAL MASSAGE, INC.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

**ARTICLE III**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the State of Florida and of the United States of America. In addition, the purpose of this Corporation is to perform every type of function in the massage therapy field performed by a licensed massage therapist and neuromuscular therapist.

**ARTICLE IV**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 500 shares of Common Stock of a par value of One (\$1.00) Dollar per share. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

## **ARTICLE V**

The street address of the initial principal office of the corporation in the State of Florida is: 720 S.E. 2<sup>nd</sup> Place, Hialeah, Florida 33010.

The name of the initial registered agent of this corporation is: JEFFREY DREW CUMMINS, 9555 North Kendall Drive, Suite 202, Miami, Florida 33176.

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTOR(S)**

The corporation shall have one (1) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and street address of the initial director(s) of this corporation is: JENNIFER A. GARCIA, to serve as President, Vice-President, Secretary and Treasurer, 720 S.E. 2<sup>nd</sup> Place, Hialeah, Florida 33010.

## **ARTICLE VII**

### **INCORPORATOR(S)**

The name and address of the incorporator(s) to these Articles of Incorporation is: JENNIFER A. GARCIA, 720 S.E. 2<sup>nd</sup> Place, Hialeah, Florida 33010.

## **ARTICLE VIII**

### **BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE IX**

### **INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

## **ARTICLE X**

### **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

## **ARTICLE XI-BUY-OUT PROVISION**

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using *standard accounting methods and principles* in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(ve) executed these Articles of Incorporation this 27 day of September, 2004.

  
JENNIFER A. GARCIA

STATE OF FLORIDA)  
COUNTY OF DADE ) SS.:


I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments personally appeared JENNIFER A. GARCIA, to me known to be the person(s) described as Subscriber(s) in, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 27 day of September, 2004.

  
NOTARY PUBLIC  
State of Florida

My Commission Expires:

This Instrument Prepared by:  
Jeffrey Drew Cummins, Esq.  
9555 N. Kendall Drive, Suite 202  
Miami, Florida 33176  
305-595-3310

 Jeanette Aleu Fietas  
My Commission DD336461  
Expires January 28, 2005

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

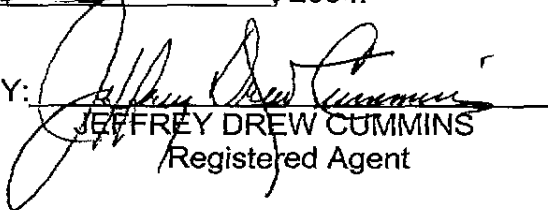
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, THERAPEUTIC MEDICAL MASSAGE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has designated Jeffrey Drew Cummins, 9555 North Kendall Avenue, Suite 202, Miami, Florida 33176, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 28<sup>th</sup> day of SEPTEMBER, 2004.

BY:

  
JEFFREY DREW CUMMINS  
Registered Agent