

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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SYK

FLORIDA PROFIT CORPORATION OR P.A.**TOM CELLIE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TOM CELLIE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit in accordance with the Florida Professional Service Corporation Act and other laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of this corporation shall be:

TOM CELLIE, INC.

ARTICLE II. PURPOSE

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, including:

- (a) All business authorized and permitted by State and Federal laws.
- (b) To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any and all of the objectives herein enumerated, or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or interested in any property or otherwise, with all of the powers now or hereinafter conferred by the laws of the State of Florida, upon corporations for profit.
- (c) The business of the corporation is from time to time to do any lawful act and to engage in any lawful business, and it shall have the right to conduct its business in all of its branches in or outside the State of Florida or in any other State, territory or dependency of the United States, or in foreign countries it being the intention that each of the objects, purposes and powers specified in all of the provisions

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of this statement of purpose should be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by reference or inference by or from the terms of any clause of this statement, or any other paragraph of these Articles, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation, the corporation being authorized to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

ARTICLE III. CAPITAL STOCK

The Capital Stock of this Corporation shall consist of five hundred (500) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV. CAPITALIZATION

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V. DURATION

The existence of this Corporation shall be perpetual.

ARTICLE VI. ADDRESS OF CORPORATION

The principal office and mailing address of this Corporation is to be located at 1500 Beville Road, Suite 606, Daytona Beach, FL 32114, with the privilege of having other offices at other places within and without the State of Florida.

ARTICLE VII. REGISTERED AGENT

The initial registered office of this Corporation shall be 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118, and the initial registered agent of this Corporation at such office shall be Charles D. Hood, Jr., who upon acceptance shall comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

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ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as the incorporator is: Tom Cellie, 1500 Beville Road, Suite 606, Daytona Beach, FL 32114.

ARTICLE IX. OFFICERS

The officers of said Corporation shall be a President and such other officers and agents as may be deemed necessary. All officers, agents and directors shall be chosen in such manner, shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE X. SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an osteopathic physician or medical doctor under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation.

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind or class as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XI. VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XII. ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

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(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation cannot be impaired thereby.

(c) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plan.

ARTICLE XIII

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation may file as a Subchapter S Corporation.

ARTICLE XIV MANAGEMENT

The business of the Corporation may be managed by the shareholder or shareholders of the Corporation rather than by a Board of Directors.

ARTICLE XV AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders meeting by a majority of the shares of stock entitled to vote thereon, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE XVI DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 26 day of February, 2005.


Tom Cellie, Incorporator

STATE OF FLORIDA }

COUNTY OF VOLUSIA }

The foregoing instrument was acknowledged before me this 26 day of February, 2005, by Tom Cellie, who is personally known to me.


Name of Notary:

Notary Public, State of Florida

Commission No. DD029292

My Commission expires 5/28/05



T.P. Gray

My Commission DD029292

Expires May 28, 2005

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SMITH HOOD PERKINS

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of TOM CBLLE, INC.,
which is contained in the foregoing Articles of Incorporation.

DATED this 28 day of February, 2005.


Charles D. Hood, Jr., Registered Agent

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TALLAHASSEE, FLORIDA

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