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06 APR 11 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C.S.4-12



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## WELLBAUM & WOLFF, P.A.

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R.W. WELLBAUM, JR.  
LORI WELLBAUM WOLFF\*  
\*ALSO ADMITTED IN CALIFORNIA

686 NORTH INDIANA AVENUE, SUITE A  
ENGLEWOOD, FLORIDA 34223  
TELEPHONE (941) 474-3241  
FAX (941) 475-2927

April 6, 2006

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

Re: GULF COAST ACUPUNCTURE AND WELLNESS CLINIC, INC.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return a certified copy of same to my office.

Also enclosed is a check in the amount of \$78.75 for costs of filing.

Should you have any questions, please contact my office.

Very truly yours,

A handwritten signature in black ink, appearing to read "Lori Wellbaum Wolff", is written over the typed name.

Lori Wellbaum Wolff

LWW/ljr

Enclosures

ARTICLES OF INCORPORATION  
OF  
GULF COAST ACUPUNCTURE AND WELLNESS CLINIC, INC.

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**Article I – Name**

The name of this corporation is: GULF COAST ACUPUNCTURE AND WELLNESS CLINIC, INC.

**Article II – Duration**

This corporation shall have perpetual existence.

**Article III – Purpose**

The purpose of this corporation shall be to provide primary health care and all related purposes, and any lawful business not prohibited by the laws of the State of Florida or the United States of America.

**Article IV - Capital Stock**

This corporation is authorized to issue one hundred (100) shares of \$1.00 dollar par value common stock.

**Article V - Preemptive Rights**

There shall be no preemptive rights.

#### **Article VI - Initial Registered Office and Agent**

The street address and the mailing address of the initial registered office and the principal office of this corporation is 642 N. Indiana Avenue, Englewood, Florida 34223, and the name of the initial registered agent of this corporation at that address is Matthew DeBona.

#### **Article VII - Initial Board of Directors**

This corporation shall have two (2) directors 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 one.

The names and addresses of the directors of this corporation are:

Matthew DeBona  
642 N. Indiana Avenue  
Englewood, Florida 34223

Lydia Spratlan  
642 N. Indiana Avenue  
Englewood, Florida 34223

#### **Article VIII - Incorporators**

Matthew DeBona  
642 N. Indiana Avenue  
Englewood, Florida 34223

Lydia Spratlan  
642 N. Indiana Avenue  
Englewood, Florida 34223

#### **Article IX - By-Laws**

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


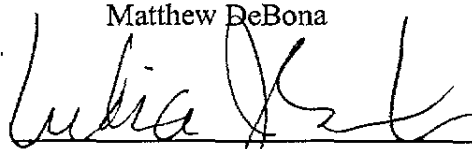
**Article X - Indemnification**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**Article XI - Amendment**

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation, this 5<sup>th</sup> day of April, 2006.

  
Matthew DeBona  
  
Lydia Spratlan

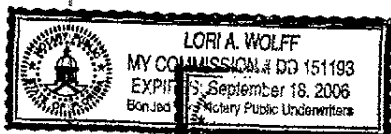
STATE OF FLORIDA


COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of April, 2006, by Matthew DeBona and Lydia Spratlan

[ ] who are personally known to me; or

☒ who have provided Florida Driver's license as identification.



  
Signature of Notary  
State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

That GULF COAST ACUPUNCTURE AND WELLNESS CLINIC, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of Englewood, State of Florida, has named Matthew DeBona, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

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.

  
Matthew DeBona

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