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**Division of Corporations**  
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**To:**

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**From:**

Account Name : CHAIRES, BROODERSON & GUERRERO, P.L.  
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 Phone : (407) 834-2777  
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DIVISION OF CORPORATION

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RECEIVED

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MEDICAL EXERCISE ASSOCIATES, INC.**

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August 13, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CHAIRES, BROODERSON & GUERRERO

SUBJECT: MEDICAL EXERCISE ASSOCIATES, INC.  
REF: W08000038071

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

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

Please return the corrected 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) 245-6995.

Wanda Cunningham  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: E08000193447  
Letter Number: S08A00045844

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**ARTICLES OF INCORPORATION**  
**OF**  
**MEDICAL EXERCISE ASSOCIATES, INC.**

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract and a medical doctor duly licensed to render professional services as such, hereby associates herself/himself in the formation of a professional corporation under the laws of the State of Florida, pursuant to the provisions of Chapter 607, Florida Statutes:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation shall be **Medical Exercise Associates, Inc.** The corporation shall have perpetual existence.

**ARTICLE II**  
**GENERAL PURPOSE**

The general purpose for which this corporation is organized shall be:

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in providing health care and any lawful act or any other activity or purpose for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of one cent (\$0.01) per share.

Prepared by Gregory A. Chaires, Esq.  
Chaires, Brooderson & Guerrero, P.L.  
283 Cranes Roost Blvd., Suite # 165  
Altamonte Springs, FL 32701  
Florida Bar # 964808

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ARTICLE IV  
SHAREHOLDER RESTRICTIONS

No one other than an individual who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida may own stock of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock. Any stockholder who becomes legally disqualified to practice medicine shall sever all employment with and financial interest in the corporation. No shareholder of the corporation may sell or transfer his/her stock in this corporation, except to another individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida as permitted by the bylaws of the Corporation.

ARTICLE V  
TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

ARTICLE VI  
PRINCIPAL OFFICE

The address of the principal office and mailing address of the Corporation in the State of Florida is 3127 W. International Speedway Boulevard, Daytona Beach, FL 32124.

ARTICLE VII  
REGISTERED AGENT

The address of the registered agent is 283 Cranes Roost Blvd, Suite #165 Altamonte Springs, FL 32701. The name of the initial registered agent of this corporation at that address is Chaires, Brooderson & Guerrero, P.L.

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be four (4).
- B. The number of Directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but shall never be less than one.

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C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this corporation or until his/her successor is elected or appointed and qualified, is:

Michael Nelson Fulton  
4709 Van Kleeck Drive  
New Smyrna Beach, FL 32169

Nancy Jeanne Fulton  
4709 Van Kleeck Drive  
New Smyrna Beach, FL 32169

Brent Nelson Fulton  
19 Elizabeth Lane  
Daytona Beach, FL 32118

Christopher M. Fulton  
906 E. 1<sup>st</sup> Avenue  
New Smyrna Beach, FL 32169

#### ARTICLE IX INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Chaires, Brooderson & Guerrero, P.L.	283 Cranes Roost Blvd, Suite # 165 Altamonte Springs, FL 32701

#### ARTICLE X AMENDMENT TO ARTICLES

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.

#### ARTICLE XI INDEMNIFICATION

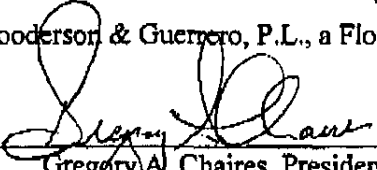
The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the undersigned incorporator had made and subscribed these Articles of Incorporation at Altamonte Springs, Florida, this 13<sup>th</sup> day of August, 2008.

Chaires, Brooderson & Guerrero, P.L., a Florida corporation

By:   
Gregory A. Chaires, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 13<sup>th</sup> day of August, 2008

Chaires, Brooderson & Guerrero, P.L., a Florida corporation

By:   
Gregory A. Chaires, President

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