

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: National mens
Health Centers, Inc.

C.C. FEE. DISBURSED

NAME
 FIRM
 ADDRESS

PHONE ()

Service: Top Priority Regular
 One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

Ch. Fee
 C.C. Fee
 Cr. Rec. Search
 Art. of Amend.
 or Ann. C. Corp.
 () Cr. Copy(s)

EFFECTIVE DATE
 JAN-10-1995

Art. of Amend. File
 Dissolution/Withdrawal
 C U S
 Filitious Name File

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies

Courier Service
 Shipping/Handling
 Phone ()

Top Priority
 Express Mail Prop.
 FAX () pgs.

FILED
 JAN 11 PM 1:50
 U.S. DEPT. OF JUSTICE
 FEDERAL BUREAU OF INVESTIGATION
 RECEIVED

900001376543
 01/11/95 01078-008
 ***122.50 ***122.50

SUBTOTALS

JAN 11 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME CK No.

BY AAK

WALK-IN
 Will Pick Up 1-11 200

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |
| | \$ |

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

Mr. David Hall, Esq.
Fax: 831-3573

To whom it may concern:

I hereby relinquish all rights and interest in the name "National Men's Health
Centers, Inc."

Signed:

David Hardison

David Scott Hardison

1-10-95

ARTICLES OF INCORPORATION

OF

NATIONAL MENS HEALTH CENTERS, INC.

a for profit corporation formed under
Florida Statutes Chapter 607,
The Florida Business Corporation Act

ARTICLES OF INCORPORATION
OF
NATIONAL MENS HEALTH CENTERS, INC.

a for profit corporation formed under
Florida Statutes Chapter 607,
The Florida Business Corporation Act

ARTICLE I - NAME

The name of this corporation is:

NATIONAL MENS HEALTH CENTERS, INC.

ARTICLE II - PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office, if known, or the mailing address of the corporation, is as follows:

124 Manatee Avenue E.
Bradenton, Florida 43208

ARTICLE III - CAPITAL STOCK

3A. Number And Classes Of Shares

3A(1) Total Shares Issuable: Applicable Terms. The number of shares of capital stock this corporation is authorized to issue and have outstanding at any one time is **TEN THOUSAND (10,000) shares, all with NO PAR OR STATED VALUE unless otherwise specified.** If a par or stated value is specified, stock may not be originally

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ARTICLES OF INCORPORATION

OF

NATIONAL MENS HEALTH CENTERS, INC.

a for profit corporation formed under
Florida Statutes Chapter 607,
The Florida Business Corporation Act

FILED

95 JAN 11 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

JAN 10 1995

ARTICLE I - NAME

The name of this corporation is:

NATIONAL MENS HEALTH CENTERS, INC.

ARTICLE II - PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office, if known, or the mailing address of the corporation, is as follows:

124 Manatee Avenue E.
Bradenton, Florida

ARTICLE III - CAPITAL STOCK

3A. Number And Classes Of Shares

3A(1) Total Shares Issuable: Applicable Terms. The number of shares of capital stock this corporation is authorized to issue and have outstanding at any one time is **TEN THOUSAND (10,000) shares, all with NO PAR OR STATED VALUE unless otherwise specified.** If a par or stated value is specified, stock may not be originally

issued by the corporation for a consideration of less than par or stated value. Stock shall be issued only for consideration, as permitted by law, and the dollar value thereof shall be determined by the Board of Directors. For accounting and other purposes, any required allocation of consideration for shares with no par or stated value shall be \$.01 per share for paid in capital or as otherwise legally determined by the Board of Directors or its delegates.

3A(2) Relative Rights, Preferences And Limitations. Variations in the relative rights, preferences and limitations of various securities may be as stated under "Board Power to Designate Securities And Fix Terms", Section 3C(1) herein, or elsewhere in these Articles.

3A(3) S Corporation Share Restrictions And Tax Distributions. If and so long as the corporation shall have in effect an S Corporation election under the Internal Revenue Code for tax treatment as if it were a partnership, then no class or series of shares other than Common Stock, shall be issuable, and no shares shall be issuable or transferable except to an individual eligible to be an S Corporation shareholder, and otherwise in accordance with the requirements for an S Corporation. Also, the corporation shall distribute thirty (30) days prior to the dates payable by the shareholders, an amount equal to estimated income taxes payable at the federal and state levels.

3B. Common Stock Series: Voting And Dissolution Rights Of Common And Other Stock.

3B(1) Common Stock Rights In General. Common Shares shall have all of the proprietary interests in the corporation, nonexclusively including all rights as to voting, dividends, and assets, except as expressly provided to the contrary herein or by operation of law, and subject only to any preferences and rights expressly granted to any other class or series of securities.

3B(2) Voting Rights. Common Stock has unlimited voting rights, but additional classes or series of voting shares of any nature may be established to the extent permitted by law. References to "vote" or "voting" herein, in the Bylaws, or other governing documents, shall be deemed to include action by written consent to the full extent permitted by law.

3B(3) Rights To Assets Following Dissolution. Unless otherwise specified,

holders of Common Shares are entitled to receive prorata share by share the net assets of the corporation following dissolution (and liquidation of assets and payment of creditors), but additional classes or series of shares or other securities of any nature entitled to receive the net assets of the corporation following dissolution (and liquidation of assets and payment of creditors) may be established to the extent permitted by law.

3B(4) Other Series Of Common Stock. In particular, other classes or series of Common Shares may be established by the Board of Directors.

3C. Additional Classes Or Series; Redesignation Of Securities.

3C(1) Board Power To Designate Securities And Fix Terms. The Board of Directors shall have full authority to the extent permitted by law to amend these articles to establish one or more classes or series of any common, preferred, special or other class or series of stock or other securities, to designate same, and to fix and determine the variations in the relative rights, preferences and limitations between classes or series. Also, the Board of Directors may redesignate the title of any class or series of any outstanding or unissued securities in a distinguishable manner from every other class or series, by amendment hereto. The Board of Directors may or may not require or permit replacement of any securities certificates at any time other than upon transfer, subdivision or consolidation of holdings, at which time replacement shall be required, to show the new designation.

ARTICLE IV - REGISTERED OFFICE AND AGENT APPOINTMENT

The ~~street~~ address of the registered office of this corporation shall be:

111 West Magnolia Avenue, Suite 105
Lngwood, Florida 32750

The name of the registered agent of this corporation at the registered office of this corporation shall be:

David W. Hall

The written statement of the simultaneous acceptance of appointment of the registered agent, required by Florida Statutes Sections 607.0501(3) and 607.0505, is enclosed with this appointment.

ARTICLE V - INCORPORATOR(S)

The name and address of the Incorporator of the Company is:

| Name | Address |
|---------------|--|
| David W. Hall | 111 W. Magnolia Avenue, Suite 105 Longwood, Florida 32750 |

ARTICLE VI - DURATION; EFFECTIVE COMMENCEMENT DATE

This corporation shall exist perpetually. This corporation shall commence at the time and on the date of filing of these Articles, unless

(A) filed within five (5) business days after an earlier date stated herein, in which case the earlier date specified herein shall be the effective date, or

(B) a later date is stated herein which is within ninety (90) days after the date of filing, in which case such later date shall be the effective date.

Any such different commencement date and time shall be:

Date: January 10, 1995

Time: 9:00 A. M., Eastern Time.

If no time is specified on an effective date (different than the filing date), then the Articles shall become effective as of the close of business on such different date.

ARTICLE VII - CERTAIN STATUTORY EXCEPTIONS

This corporation hereby elects to be excepted from the following provisions of law or any comparable replacement provisions:

Florida Statutes Section 607.0901 "Affiliated Transactions", as permitted by Subsection (5) therein.

Florida Statutes Section 607.0902, "Control-Share Acquisitions", as permitted by Subsection (5) therein.

ARTICLE VIII - AMENDMENT

8A. General Amendment Provision. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or the corporation's Bylaws, or in any amendment hereto, and all rights conferred upon the shareholders are subject to this reservation.

8B. Amendment of Articles or Bylaws for Supermajority Quorum or Vote Requirement; Delayed Repeal of This Provision. Any provision of these Articles of Incorporation or the corporation's Bylaws requiring more than a majority quorum or vote of directors or shareholders may be adopted and may be amended or repealed, in each case, only by the percentage vote specified in such provision, so long as this requirement is in effect in this form. This requirement shall remain in effect in this form (A) until amended or repealed by unanimous vote(s), unless it is legally permissible for it to remain in this form as follows, (B) for six (6) months after the taking of a vote or the giving of all the necessary signatures on a consent, pursuant to which vote or consent this requirement is to be repealed or amended or replaced in any fashion (for example, by merger with, or by sale of assets to, a commonly controlled entity) effectively lowering or permitting lowering the vote so required. **This provision may only be repealed or amended by a majority vote of shareholders unless a different vote is required by law, or these Articles of Incorporation.** See Florida Statutes Sections 607.0725, 607.0726, 607.0727, 607.1020, 607.1021, 607.1022.

ARTICLE IX - DIRECTORS AND OFFICERS

9A. Number Of Directors; Bylaws Automatically Amended To Reflect Number of Directors. The number of directors of this corporation shall be FIVE (5). The number of directors may be increased or decreased from time to time by the Bylaws but shall never be less than one, as required by Florida Statutes Section 607.0803. Any duly adopted resolution adding or removing a Director, or setting forth the entire Board of Directors, shall be deemed to amend the Bylaws to the extent necessary to reflect any change in their number, except to the extent a larger number is specifically provided.

9B. Present Directors And Officers. The name and address of each director and officer of this corporation are as follows:

| <u>Name</u> | <u>Address</u> | <u>Office</u> |
|------------------|---|----------------------|
| Phillip Nicotera | 124 Manatee Ave., E. Bradenton, Fl 34208 | President, Director |
| George Skala | 124 Manatee Ave., E. Bradenton, Fl 34208 | Secretary, Treasurer |
| John D'Angelo | 124 Manatee Ave., E. Bradenton, Fl 34208 | Director |

ARTICLE X - PURPOSE/BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Florida Statutes Chapter 607, provided that it will not engage in any act or activity requiring the consent or approval of any government official, department, board, agency or other body of any local, state or federal government having jurisdiction over such act or activity, without obtaining such consent or approval.

ARTICLE XI - BYLAWS

shareholders, in amending or repealing the Bylaws generally or a particular Bylaw provision, may provide expressly that the Board of Directors may not amend or repeal the Bylaws or that Bylaw provision.

SIGNATURE OF INCORPORATOR(S)

IN WITNESS WHEREOF, the undersigned has executed these Articles Of Incorporation this January 10, 1995.



DAVID W. HALL
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes Sections 607.0501(3) and 607.0505 I hereby accept appointment as a registered agent of this corporation and will accept service of process in legal proceedings as to the corporation, at the registered office stated herein. I am familiar with and I accept the obligations of that position, including Florida Statutes Section 607.0505, and particularly Subsection (9) as to mailing to the corporation notice of receipt of a Florida Department of Legal Affairs subpoena to produce testimony and records. I shall comply with the provisions of all statutes relating to the proper and complete performance of my duties.



DAVID W. HALL
Agent For Service

P95000002815

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

National Mens Health Centers, Inc.
124 Manatee Avenue East
Bradenton, Florida 34208
1-813-345-1369

95 FEB 21 AM 11:13

February 14, 1995

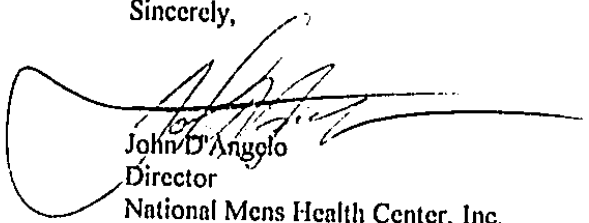
Florida Department of State,
Division of Corporations,
P.O. Box 6327,
Tallahassee, FL 32314

Ref: Corporate Amendment

Dear Sir or Madam:

As per FL State form CR2EO11(5/94). Please accept our amendment to National Mens Health Centers, Inc.. Please provide one certified copy of the amendment for \$52.50, and a certificate of status for \$8.75. Enclosed please find our check for \$96.25 which includes the \$35.00 filing fee.

Sincerely,


John D'Angelo
Director
National Mens Health Center, Inc.

200001411412
-02/21/95--01052--017
*****96.25 *****96.25

Amclue
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2-23

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 21 AM 11:13

NATIONAL MENS HEALTH CENTERS, INC.

(present name)

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I - Name Deleted: (National Mens Health Centers, Inc.)

Added : (Mens Medical Centers, Inc.)

Article III Deleted: (Capital Stock 10,000. All With No Par Or Stated Value)

Added : (Capital Stock 1,200,000 With .01 Par Value)

Article IV Deleted: 111 West Magnolia Avenue, Suite 105
Longwood, Fl. 32750

Added : 6510 1st Avenue South
St. Petersburg, Fl. 33707

Deleted: David Hall

Added : John D'Angelo

Article IX Deleted: John D'Angelo, Director

Added : John D'Angelo, Chairman, Vice-President, &
Chief Executive Officer

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 14th day of February 1995,

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group)."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14th day of February, 19 95.

Signature

George Skala

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

George Skala

Typed or printed name

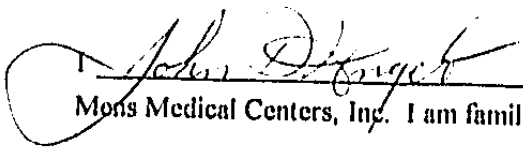
Secretary/Treasurer

Title

Mons Medical Centers, Inc.
124 Manatee Avenue
Bradenton, Florida 34208

February 14, 1995

Reference: Accepting appointment.

 accept the appointment of being the register agent for
Mons Medical Centers, Inc. I am familiar with and accept the obligations of the position.


John D'Angelo

Vice President, Chairman, & CEO