

# P950000 40679

Carlos M. Garcia, M.D.  
(Requestor's Name)  
11350 66th St. N. Ste. 109  
(Address)  
Largo, Fl. 34643  
(City, State, Zip) (Phone #)

20000001147700212  
05/05/95--01100--002  
\*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

- Liquid Sky Records, LTD, Inc.  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
95 MAY 15 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PAID 5-23

515 615  
1195-9974

EFFECTIVE DATE

5-3-95

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 11, 1995

**CARLOS M. GARCIA, M.D.**  
11350 66TH ST. N STE 109  
LARGO, FL 34643

**SUBJECT: LIQUID SKY RECORDS, LTD,**  
Ref. Number: W9500009974

We have received your document for LIQUID SKY RECORDS, LTD, and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6973.

**AMANDA HERRING**  
Document Specialist

Letter Number: 195A00023940

**ARTICLES OF INCORPORATION**  
**OF**  
**LIQUID SKY RECORDS, LTD., Inc.**

FILED  
95 MAY -5 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be LIQUID SKY RECORDS, Ltd., Inc.

The principal place of business of the corporation shall be:  
11350 66th Street north  
Suite 109  
Largo, Florida, 34643

**ARTICLE II TERM OF EXISTENCE**

This corporation is to extend perpetually.

**ARTICLE III NATURE OF BUSINESS**

The general purpose for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV GENERAL POWERS**

The Corporation shall have power:

A. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property and any interest therein, wherever situated.

B. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property assets.

EFFECTIVE DATE

5-3-95

C. To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141 Florida Statutes

D. To conduct its business, maintain its offices and exercise the powers granted it by the State of Florida, whether within or without the state.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations of other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, government district, or municipality or of any instrumentality thereof.

F. To make contracts, guarantee and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bond, and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.

G. To lend money for its corporate purposes, invest and reinvest its funds and take hold real and personal property as security for the payment of funds so loaned or invested.

H. To elect or appoint officers and agents of corporation and define their duties and fix their compensation.

I. To make and alter bylaws, in a manner consistent with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

J. To make donations for the public welfare or for charitable, scientific, or educational purposes.

K. To transact any lawful business that the Board of Directors deems to be consistent with governmental policy.

L. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

M. To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

N. To have and exercise all powers necessary or convenient to effect its purpose.

## **ARTICLE V CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this Corporation is authorized issue is Seven Thousand Five Hundred (7,500) shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00 U.S.) per share. All or any part of said common stock may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose.

All stock when issued shall be paid for and shall be non-assessable.

## **ARTICLE VI RESTRICTIONS ON CUMULATIVE VOTING**

In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## **ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is:

11350 66th Street North  
Suite 109  
Largo, Florida, 34643

and the name of its initial Registered Agent at that address is Carlos M. Garcia, M.D.

## **ARTICLE VIII INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors may be increased or decreased from time to time in accordance with Bylaws but shall never be less than one. The name and address of each initial director of the Corporation is as follows:

Carlos M. Garcia, M.D.  
11350 66th Street North  
Suite 109  
Largo, Florida, 34643

### **ARTICLE IX INCORPORATORS**

The name and address of each incorporator is as follows:

Carlos M. Garcia, M.D.  
11350 66th Street North  
Suite 109  
Largo, Florida, 34643

### **ARTICLE X AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

### **ARTICLE XI INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

### **ARTICLE XII STOCK TRANSFER RESTRICTIONS**

Shares of capital stock of the Corporation shall be issued to the initial subscribers upon payment of the consideration determined by the Board of Directors. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand the Article and which may also include the Corporation as a party.

### **ARTICLE XIII BYLAWS**

The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

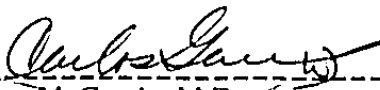
**ARTICLE XIII COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of Subscription and acknowledgement of these Articles of Incorporation.

**ARTICLE XIV INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 3 day of May, 1995.

  
-----  
Carlos M. Garcia, M.D.

STATE OF FLORIDA  
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 3 day of May 1995, by Carlos M. Garcia, M.D. of Liquid Sky Records, Ltd.

Notary Public

  
-----  
My Commission Expires: 3-3-98



LARRY ELLIS  
My Commission CC352623  
Expires Mar. 03, 1998  
Bonded by ANB  
800-852-5878

(SEAL)

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Liquid Sky Records, Ltd., Inc.

2. The name and address of the registered agent and office is:

11350 66 ST No Suite 109

(P.O. BOX NOT ACCEPTABLE)

Largo FL 34643

(CITY/STATE/ZIP)

95 MAY -9 PM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

SIGNATURE

Carlos Garcia  
(corporate officer) Inc.

TITLE

President

DATE

5-17-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Carlos Garcia  
(REGISTERED AGENT)

DATE

5-17-95

REGISTERED AGENT FILING FEE: \$20.00



PA 5000040679  
*Carlos M. Garcia, M.D.*

8664 LONGWOOD DRIVE  
LARGO, FLORIDA 34647  
813-392-6849

September 10, 1997

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-09/17/97--01080--021  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

Re: Liquid Sky Records, Ltd., Inc.  
Articles of Amendment to Articles of Incorporation  
and  
World Wellness Center Limited Partnerships #1, #2, #3, #4

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 16 AM 10:29

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Incorporation for Liquid Sky Records, Ltd., Inc., together with the filing fee of \$35.00.

Also enclosed are the Certificates of Limited Partnerships and Affidavits of Capital Contributions for World Wellness Center Limited Partnerships #1, #2, #3, and #4 which have been amended pursuant to your office's instructions. In addition, I have enclosed a second check in the amount of \$2,030.00 for the filing of these documents.

Please record the Articles of Amendment to the Articles of Incorporation for Liquid Sky Records, Ltd., Inc. prior to recording the four documents for the World Wellness Center Limited Partnerships.

Should you have any questions concerning the enclosed, please feel free to give me a call.

Sincerely,

*Carlos M. Garcia, M.D.*

Carlos M. Garcia, M.D.

NIC  
Amend  
58  
9/16/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 16 AM 10: 29

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
LIQUID SKY RECORDS, LTD., INC.**

*Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of incorporation:*

**FIRST: Amendment(s) adopted:**

The name of this Corporation shall be changed to **World Wellness General Partner #1, Inc.**

**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:

**N/A**

**THIRD:** The date of each amendment's adoption: September 10, 1997.

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

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

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

Signed this 10<sup>th</sup> day of September, 1997.

\_\_\_\_\_  
Liquid Sky Records, Ltd., Inc.  
(Corporation Name)

By Carlos Garcia C.O.B.  
(Chairman of the Board of Directors)  
Carlos Garcia