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NAME: ACUPUNCTURE PHYSICIANS ASSOCIATION

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June 26, 1995

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ARTICLES OF INCORPORATION

OF

ACUPUNCTURE PHYSICIANS ASSOCIATION, INC.

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is ACUPUNCTURE PHYSICIANS ASSOCIATION, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 9835 Sunset Drive, Miami, Florida 33173.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133 and the registered agent at that address is: A Z Registered Agent Corporation.
- FIFTH:** The name and address of the incorporator of the Corporation is: J.A. Ziskind, Esq., Adorno & Zeder, P.A., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is: Richard M. Browne, A.P., 9835 Sunset Drive, Miami, Florida 33173.
- EIGHT:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

J.A. Ziskind
Florida Bar Number 397199
Adorno & Zeder, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

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NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

TENTH: The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of June, 1995.



J.A. Ziskind, Incorporator

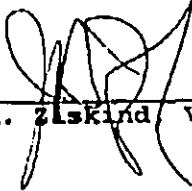
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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent of
ACUPUNCTURE PHYSICIANS ASSOCIATION, INC. contained in the foregoing
Articles of Incorporation and state that I am familiar with and
accept the obligations of Section 607.0505 of the Florida Business
Corporation Act.

A Z REGISTERED AGENT CORPORATION

By: 
J. A. Ziskind Vice President

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