

800 - 142 - 8086



ACCOUNT NO. : 072100000032

REFERENCE : 678422 131180A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 12, 1995

ORDER TIME : 10:00 AM

ORDER NO. : 678422

CUSTOMER NO: 131180A

CUSTOMER: Sherman M. Brod, Esq
BROD & SPEARS, P.A.

Suite 595
5100 West Kennedy Boulevard
Tampa, FL 33609-2035

EFFECTIVE DATE
SEP - 8 1995

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DOMESTIC FILING

NAME: GIDAL HEALTH CENTER, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

T. BROWN SEP 12 1995

FILED
65 SEP 12 PM 12 58
FBI - TAMPA

EFFECTIVE DATE
SEP - 8 1995

ARTICLES OF INCORPORATION
OF

GIDAL HEALTH CENTER, INC.

FILED
95 SEP 12 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, CYNTHIA SCOTT, HEREDY executes these Articles of Incorporation, for the purpose of becoming a corporation for profit under the laws of the State of Florida.

FIRST: CORPORATE NAME

The name of this corporation shall be:

GIDAL HEALTH CENTER, INC.

SECOND: COMMENCEMENT AND DURATION

Corporate existence shall commence on September 8, 1995, provided the original of these Articles of Incorporation are filed within five (5) days; otherwise, upon filing with the Department of State; and shall continue perpetually until dissolved by due process of law.

THIRD: PRINCIPAL OFFICE &
REGISTERED OFFICE AND AGENT

The street address of the initial principal office shall be:


5020 E. Busch Blvd., Suite 105
Tampa, FL 33617

and the street address of the registered office, and the name of the initial registered agent, of this corporation are:

Registered Office: Corporation Service Company
1201 Hays Street
Tallahassee, Fl. 32301

Registered Agent: Corporation Service Company

I, the above named Registered Agent, do hereby accept such designation, and the duties imposed thereby.


CORPORATION SERVICE COMPANY
Registered Agent
Its Agent, Gail Shelby

FOURTH:

GENERAL PURPOSE AND POWERS

This Corporation is being organized to transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act, and it shall possess and may exercise all of the corporate powers enumerated in said Act. More particularly, without limitation, this Corporation may do any or all of the things hereafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

1. Sell goods and/or services, and accept fees, commissions and/or profits for the same.
2. Become licensed by any licensing authority to engage in any profession or occupation which requires a corporation to be so licensed.
3. Act as an agent of or for any individual, firm or corporation which so authorizes this Corporation.
4. To purchase, lease, receive or otherwise acquire; own, vote, improve or use; sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of; any and all personal and/or real property or any interest therein, wherever situated, specifically including, without limitation, land, buildings, business concerns and undertakings, shares of stock in domestic or foreign corporation, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trade marks, trade names, franchises and other things of value.
5. To make contracts and guarantees and incur liabilities, to borrow or lend money, issue or receive notes, bonds and other obligations, and to act as guarantor for others; including, without limitation, officers, directors and employees of this Corporation.
6. To make donations for the public welfare or for charitable, scientific or educational purposes.
7. 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.
8. To have and exercise all powers necessary or convenient to affect its corporate purposes.

FIFTH:

OFFICERS

The daily affairs of this corporation shall be administered by a President, a Secretary and a Treasurer. The initial officers shall be elected at the organizational meeting of the initial Board of Directors. Additional offices may be established or deleted from time to time, by the By-laws of the Corporation. Any one person may hold any one or more offices at the same time.

SIXTH:

CONFLICTS ALLOWED

No contract, act or other transaction between this Corporation and any number of Directors and Officers of this Corporation; whether said Directors or Officers are acting individually or through any firm, association or other corporation with which they may be interested in any manner; shall be affected or invalidated for that reason. Further, any Director and/or Officer of this Corporation may vote upon any Contract, act or any other transaction between this Corporation and himself or any other entity in which he may in anywise be interested; and, in the absence of fraud, he is hereby relieved from any liability that might otherwise exist from such contracting.

SEVENTH:

BY-LAWS

The By-Laws of this Corporation may contain any and all provisions for the regulation and management of the affairs of this Corporation, which are not inconsistent with law, or with any of these Articles of Incorporation. The initial By-Laws of this Corporation shall be adopted by the initial Board of Directors. Thereafter, only the Stockholders shall have the right to adopt additional By-Laws, or to alter, amend or repeal an existing By-Law. The vote of a majority of the shares of stock issued and outstanding (excluding treasury stock) shall be required to adopt, alter, amend or repeal a By-Law.

EIGHTH:

DIRECTORS REQUIRED

All corporate powers shall be exercised by or under the authority of, and this Corporation's business and affairs shall be managed under the direction of a Board of Directors. The number of Directors shall be fixed by the By-Laws, and may be increased or decreased from time to time, by amendment of said By-Laws. The By-Laws may provide that the number of Directors shall always be equal to the number of Stockholders. Also, the By-Laws may provide that a person must be a shareholder, to be eligible to be a Director.

NINTH:

JOINT MEETING - SEPARATE VOTES

In the event that the By-Laws provide that the number of Directors shall be equal to the number of Stockholders; and in the event that the By-Laws provide that a person must be a shareholder to be eligible to be a Director; then each annual or special meeting shall be conducted as a joint meeting of Stockholders and of Directors. At all such meetings a Stockholder's vote shall be required as to any matter which either the laws of this State, these Articles of Incorporation, or the By-Laws of this Corporation, specifically reserve to the stockholder. All other matters shall be decided by a Director's vote. Each stockholder present, in person or by proxy, shall have one vote for each share of stock held by him of record, when a stockholder's vote is required. If a stockholder's vote is not required, then each stockholder present shall have one vote, regardless of the number of shares of stock held by him. The Secretary shall indicate upon the Minutes whether a stockholder's vote, or a director's vote was taken as to each matter presented, unless the decision is unanimous.

TENTH:

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the number of shares of stock issued and out standing (excluding treasury stock).

ELEVENTH:

AUTHORIZED CAPITAL STOCK

The authorized capital stock of this Corporation shall be \$7,000.00 consisting of 7,000 Shares of Common Stock of the par value of ONE AND NO/100 (\$1.00) DOLLAR each.

TWELFTH: INITIAL BOARD OF DIRECTORS AND INCORPORATORS

The names and addresses of the initial Incorporator and the initial Director of the initial Board which consists of one (1) Incorporator/Director:

INCORPORATOR & DIRECTOR

ADDRESS

OFFICES

CYNTHIA SCOTT

5020 E. Busch Blvd.
Suite 105
Tampa, FL 33617

Director,
President,
Secretary and
Treasurer

IN WITNESS WHEREOF, the incorporator has executed these
Articles of Incorporation on September 8, 1995.

Cynthia Scott (seal)
CYNTHIA SCOTT

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS
COUNTY OF HILLSBOROUGH)

BEFORE ME the undersigned authority, personally appeared:

CYNTHIA SCOTT,

who is personally known by me, who, upon being duly sworn, deposes
and says that she executed the above and foregoing Articles of
Incorporation; and that the same were executed for the uses and
purposes expressed therein.

DATED: September 8, 1995.

Anna E. Rivera
NOTARY PUBLIC
State of Florida at Large.

My commission expires:

