



CERTIFICATE OF INCORPORATION  
OF  
BELLA PRODUCTION COMPANY, INC.

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55 JAN 12 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Bella Production Company, Inc.

ARTICLE II. NATURE OF THE BUSINESS

The general nature of this business to be transacted by this corporation is : Any legal business in the State of Florida or in The United States.

To conduct business in, have one or more offices in and sell import, export, buy, hold, mortgage, convey, lease, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of

Prepared by:  
Carlos Solano  
1235 Alton Rd.  
Miami Beach, Fl. 33139  
(305) 674-1681

property, or other instruments to secure the payment to corporate indebtedment as required.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 5,000 ( Five Thousand ) shares of common stock having a nominal of \$1.00 Par/value.

#### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is, \$1,000 (One Thousand Dollars 0/100)

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 1235 Alton Road, Miami Beach, Fl.

33139. The Board of Directors may, from time to time move the principal office to any other office in Florida.

#### ARTICLE VII. DIRECTORS

The corporation shall have One Director initially the number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

#### ARTICLE VIII. INCORPORATORS DIRECTORS AND OFFICERS

The names and addresses of the incorporators and members of the first board of Directors are:

Cesar Acosta

417 NW 25 Street, Miami, Fl. 33135.

President  
Secretary

#### ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

Cesar Acosta

417 NW 25 Street, Miami, Fl. 33135.

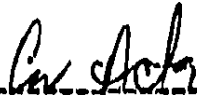
President  
Secretary

#### ARTICLE X. REGISTER AGENT

The registered office shall be at: 417 NW 25 Street, Fl. 33139. and the registered agent being Cesar Acosta .

ARTICLE XI. AMENDMENT

The articles of incorporation may be amended in the manner provided by laws. Every amendment shall be approved holders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

  
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Cesar Acosta  
President  
Secretary

H96000000614

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STATE OF FLORIDA

COUNTY OF DADE

) ss

I HEREBY CERTIFY : That on this day, before me, a Notary public the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared, Cesar Acosta of Bela Production Company, Inc. a Florida Corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 1 day of the month of January, 1996.

  
NOTARY PUBLIC SEAL.

MY COMMISSION EXPIRES:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE ON THE  
SERVICE OF PROCESS WITHIN FLORIDA, MAKING AGENT UPON PROCESS  
MAY BE SERVED.**


In compliance with section 407.14 Florida Statutes, The  
following is submitted, in compliance with said Act:

FIRST: That, Nela Production Company, Inc. desiring to  
organize or qualify under the laws of the state of Florida  
with its principal office, as indicated in the articles  
incorporation at City of Miami Beach, County of Dade, and  
state of Florida has hereby named Cesar Acosta of 417 NW  
28 Street, Miami, Fl. 33125 as its agent to accept services  
of process within this state.

**ACKNOWLEDGMENT:**

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 provision of said Act relative to keeping  
open said office.

  
Cesar Acosta.  
Register Agent.

FILED  
96 JUN 12 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MAGGIE B. EVANS, P.A.  
Attorney at Law

131 WATERMAN AVENUE  
MOUNT DORA, FL 32757

(352) 735.1200

POST OFFICE BOX 6  
MOUNT DORA, FL 32757

FAX: (352) 735.0989

May 13, 1996

Amendment Section  
Florida Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

CLIFFORD M. SHOOKER, D.C., DABCM, P.A., INC. - Name Change

Dear Sir or Madam:

Enclosed please find one original and one signed copy of the Articles of Amendment for the above-referenced corporation.

Also enclosed is our remittance in the sum of \$35.00, which represents the filing fee. It is my understanding that I will receive a confirmation letter indicating that the documents have been received and filed accordingly.

Should you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

*Maggie Evans*

Maggie B. Evans

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

RECEIVED  
96 MAY 16 AM 8:29  
DIVISION OF CORPORATIONS  
MBE/dmk  
Enc 2

*no fee*

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NC

FILED  
95 JUN 10 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA





**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

May 23, 1996

Magglo B. Evans, P.A.  
131 Waterman Ave.  
Mt. Dora, FL 32757

**SUBJECT: CLIFFORD M. SHOOKER, D.C., DABCM, P.A.**  
**Ref. Number: P96000004367**

We have received your document for CLIFFORD M. SHOOKER, D.C., DABCM, P.A., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please remove "Inc." from the new corporate name. You cannot have "PA" and "Inc." in the same corporate name. Please provide the date of adoption of the amendment by the shareholders.

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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 096A00025902

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
CLIFFORD M. SHOOKER, D.C., DABCM, P.A.

FILED  
56 JUN 10 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are hereby amended to change the name of the corporation to "CLIFFORD M. SHOOKER, D.C., DABCM, P.A."

2. The Amendments were unanimously adopted on the 20th day of February, 1996 by the Board of Directors and the shareholders.

3. The amendments were duly approved by all shareholders in accordance with Section 607-1006.

DATED this the 20th day of February, 1996.

CLIFFORD M. SHOOKER, D.C.,  
DABCM, P.A.

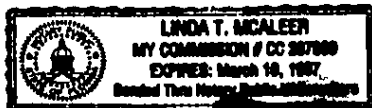
By: *Cliff M. Shooker*

Clifford M. Shooker, as its  
President

STATE OF FLORIDA  
COUNTY OF LAKE

BEFORE ME personally appeared CLIFFORD M. SHOOKER, to me well known and known to me to be the President of CLIFFORD M. SHOOKER, D.C., DABCM, P.A. and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this the 20th day of March, 1996, in the aforesaid County and State.



*Linda T. McAleer*  
Notary Public  
Commission Number: CC 267699  
My Commission Expires: 3/16/97

**CORPORATE RESOLUTION**  
**CLIFFORD M. SHOOKER, D.C., DABCM, P.A.**

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I, CLIFFORD M. SHOOKER, the President and custodian of the records of the Board of Directors of CLIFFORD M. SHOOKER, D.C., DABCM, P.A. (the "Corporation"), hereby certify that the following are true and correct copies of resolutions adopted by the Board of the Corporation at a special meeting of the Board held on February 20, 1996, at which meeting notice was duly waived, and that such Resolutions are now in full force and effect and have not been modified or revoked:

"On motion duly made and carried, the shareholders unanimously adopted the following resolution:

BE IT RESOLVED, that the name of the corporation shall be changed to CLIFFORD M. SHOOKER, D.C., DABCM, P.A. and that the officers of the corporation take all action necessary to effect such change according to the Laws of the State of Florida."

I do further certify that the Authorized Officers set forth below are the duly appointed and serving officers of the Corporation as indicated opposite their names; and that the Articles and By-Laws of the Corporation do not prohibit the Board from adopting the foregoing Resolutions or the Corporation from carrying out the Resolutions.

In witness hereof, I have set my hand and the seal of the Corporation this 20 day of February, 1996.

  
\_\_\_\_\_  
President

ORIGINAL