P96000/3782 Attorney at Law

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7491 Contoy Windermere Road, Suite F Orlando, Florida 32836 Phone (407) 521-0770 FAX (407) 521-0880

February 8, 1996

Department of State
Division of Corporations
Initial Filing - Professional Corporation
P.O. Box 6327
Tallahassee, FL 32314

○○○○○○ 1712160 -02/12/96--01060--002 ****122.50 ****122.50

Gentlemen:

I am enclosing proposed Articles of Incorporation for filing. Also enclosed is an additional copy of the Articles which I would appreciate your certifying and returning to me.

Please find our check in the amount of \$122.50 to cover the following items:

 Filling Fee
 \$35.00

 Certified Copy
 \$62.50

 Registered Agent Filing Fee
 \$35.00

Please contact me if anything further is required to complete this filing. After please send all correspondence to my attention at the above address.

Sinderely

Stephen L. Skipper

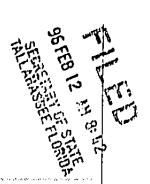
SLS/jcs

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ARTICLES OF INCORPORATION

OF

PACIFIC MEDICAL CENTER, P.A. A PROFESSIONAL CORPORATION



The undersigned, who is a duly licensed acupuncturist in the State of Florida, desiring to form a professional corporation in accordance with Florida Professional Service Corporation Act (Chapter 621 Fla. Stat.) and the Florida Business Corporation Act (Chapter 607 Fla. Stat.), and hereby adopts the following Articles of Incorporation:

ARTICLE 1 - Name

1.1 The name of the corporation is Pacific Medical Center, P.A.

ARTICLE 2 - Purpose and Limitations

- 2.1 The purpose for which the corporation is organized shall be to engage in the **practice of acupuncture**, and to take all actions that are necessary or proper in connection therewith.
- 2.2 The professional services of the corporation shall be rendered only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such services within the State of Florida.
- 2.3 The corporation shall not engage in any business other than rendering the professional services for which it was specifically organized, however, the corporation may invest it funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own any real and personal property necessary for the rendering of professional services.
- 2.4 The corporation shall not issue any of its capital stock to anyone other than a professional corporation, professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation is incorporated; and no shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of the person's stock.

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ARTICLE 3 - Registered Office and Agent

3.1 The street address of the initial registered office of this corporation is 707 East Colonial Drive, Suite 2, Orlando, FL 32803, and the name of the initial registered agent of this corporation whose business office is identical with such registered office is Long V. Mai.

ARTICLE 4 - Term of Existence

4.1 The corporation shall commence its corporate existence on the date these Articles of Incorporation are filed with the Department of State, and shall have perpetual existence thereafter unless dissolved according to law.

ARTICLE 5 - Principal Office

5.1 The principal office, and mailing address of the corporation is 707 East Colonial Drive, Suite 2, Orlando, FL 32803.

ARTICLE 6 - Capital Stock

- 6.1 The maximum number of shares of stock that the corporation is authorized to issue is 100 shares of common stock having par value of \$1.00 per share.
- 6.2 The consideration to be paid for each share shall be fixed by a majority of the shareholders.
- 6.3 No shareholder may sell or transfer shares of stock of the corporation to anyone other than a professional corporation, professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation is incorporated.

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ARTICLE 7 - Incorporator

7.1 The name and street address of the Incorporator of the corporation, who is duly licensed or otherwise tegally authorized to render the same professional services as the corporation, is:

Name

Address

Long V. Mai

707 East Colonial Drive, Suite 2 Orlando, FL 32803

ARTICLE 8 - Directors

8.1 The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors. A shareholders agreement eliminating the board of directors and authorizing the exercise of corporate powers by a managing shareholder has been entered into by all of the shareholders at the time the agreement is made known to the corporation.

ARTICLE 9 - Amendment to Articles

9.1 These Articles of incorporation may be amended at any time by the affirmative vote of two thirds of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the _______ day of February, 1996.

Long V. Mai

STATE OF FLORIDA COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Long V. Mai, on this the _____ day of February, 1996, who is personally known to me or who produced a <u>drivers license</u> as identification, and acknowledged that he/she executed

the foregoing Articles of Incorporation freely and voluntarily for the purposes therein stated, and who did take an oath.

Notary Public

STEPHEN L. SKIPPER My Commission & Co358805 Expires March 27, 1996 P35050 Thru Troy Fain Insurance, Inc.



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Long V. Mai, certify that I am an individual resident in this state and that my business office is identical with the registered office of the corporation which is 707 East Colonial Drive, Suite 2, Orlando, FL 32803.

I hereby accept the appointment to serve as the initial registered agent of Pacific Medical Center, P.A., P.A., a Florida professional corporation. As registered agent, I agree to accept service of process on behalf of the corporation; to keep the registered office open during the prescribed hours; and to post my name in some conspicuous place in the Registered Office as required by law.

I also accept the obligations provided for in Sections 607.0505, Florida Statutes (concerning the production of corporate documents pursuant to subpoena).

Dated this the 2 day of February, 1996.

Long V. Mai