

P 96000014515

FILED

TO: SECRETARY OF STATE
DIVISION OF CORPORATIONS
BOX 6327
TALLAHASSEE, FLORIDA 32314

96 FEB 15 PM 4:26

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FROM: ROBERT BAILEY BRANSON
ATTORNEY AND COUNSELOR AT LAW
1524 E. Livingston Street
Orlando, Florida 32803
(407) 894-6834

800001705803
-02/02/96--01064--014
****245.00 ****122.50

SUBJECT: INTERNATIONAL MASSAGE THERAPY, Inc.

Enclosed are Articles of Inc for subject Corporation. Return the certified Articles, Charter and receipt to the address indicated above.



ROBERT B. BRANSON, ESQUIRE
1524 E. Livingston Street
Orlando, Florida 32803
(407) 894-6834
Florida Bar No.: 800988

96-2785

PH
2/15/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 6, 1986

ROBERT BAILEY BRANSON
1524 E LIVINGSTON ST
ORLANDO, FL 32803

SUBJECT: INTERNATIONAL MASSAGE THERAPY, Inc.
Ref. Number: W96000002783

We have received your document for INTERNATIONAL MASSAGE THERAPY and your check(s) totaling \$245.00. 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.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 396A00005213

ARTICLES OF INCORPORATION OF A CORPORATION FOR

The following Articles of Incorporation are executed to establish a Corporation under the laws of the State of Florida.

ARTICLE 1 - CORPORATE NAME AND ADDRESS: The Name and Address of this Corporation:

INTERNATIONAL MASSAGE THERAPY, INC.
4636 SOUTH ORANGE BLOSSOM TRAIL

ARTICLE 2 - INCORPORATION/INITIAL DIRECTOR AND REGISTERED AGENT AND REGISTERED ADDRESS (All persons designated as Initial Directors):

JORGE F. HERNANDEZ
4636 SOUTH ORANGE BLOSSOM TRAIL
ORLANDO, FLORIDA 32839

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 3 - AUTHORIZED SHARES (Maximum Number and Par Value Per Share):

One Thousand (1000) Shares at One Dollar (\$1.00) per share.

ARTICLE 4 - AUTHORIZED SHARES OF STOCK: Any portion of the shares of stock of this corporation may be issued for cash, property, services actually performed or any right or thing having a value at least equal to the full value of the stock to be so issued. Neither promissory notes nor future services shall constitute part or full payment for the issuance of such shares. All issued shares shall be fully paid and non-assessable as though paid for in cash. The stockholders shall be the sole judges of the value of the property, right or thing exchanged for such shares and their judgment of such value shall be conclusive. The stockholders shall have the right to increase the amount of authorized shares, either with or without nominal or par value and to provide the designation, preference, voting power of, and other restrictions on, the same.

ARTICLE 5 - POWERS, PURPOSES, EXISTENCE AND COMMENCEMENT: This corporation shall have all of the powers conferred upon Corporations or Professional Associations and may engage in any business or activity, permitted by laws of the State of Florida. This corporation shall have perpetual existence and shall commence such existence on the date these Articles are executed and acknowledged if the same are filed with the Secretary of the State of Florida within five (5) days of said execution. If said Articles are not filed with the Secretary of State of Florida within said five (5) days, the corporation shall commence its existence on the date these Articles are filed with said Secretary of State.

ARTICLE 6 - STATED CAPITAL: The stated capital of this corporation shall be the sum of the par value of all shares of the corporation having a par value that have been issued and not canceled; the amount of the consideration received by the corporation for all shares of this corporation without par value that have been issued, except such part of the consideration thereof that has been allocated to capital surplus in a manner permitted by law; and such amounts not included immediately above that had not been transferred to stated capital of this corporation, whether upon the issue of shares as a share dividend or otherwise, minus all deductions from such sums that have been effected in a manner permitted by law.

ARTICLE 7 - AMENDMENTS TO ARTICLES: Every amendment to these Articles shall be approved by the stockholders by a majority of the shares entitled to vote thereon at a meeting called for such purposes.

ARTICLE 8 - STOCKHOLDERS ACTING IN LIEU OF DIRECTORS/OFFICERS: The business of this corporation shall be conducted by the stockholders of this corporation acting as, and in lieu of, directors. The stockholders shall be deemed directors of this corporation when their purchase of stock has been recorded in the stock ledger of this corporation and shall collectively constitute the Board of Directors. Any action required by law to be performed by directors shall be taken by the stockholders acting as directors. Each stockholder shall have votes equal to the number of shares owned by said stockholder. The Initial Director shall hold the organizational meeting of this corporation or otherwise ratify the actions of the Incorporator who may have conducted said meeting. Any action of the stockholders may be taken without a formal meeting if written consent setting forth the action taken is signed by all the stockholders entitled to vote if a meeting had been held. Said consent shall have the effect of a unanimous vote of the stockholders. In addition to the stockholders, the business of this corporation shall be conducted by such officers as may be set forth in the By-Laws of this corporation. The stockholders shall have the right to (1) issue unissued or treasury shares of this corporation for securities of this corporation convertible into a right to subscribe or acquire shares of this corporation and containing such conditions or rights, including preemptive rights, as the stockholders may deem proper, (2) limit the transferring, assigning, pledging, devising, and bequeathing of the stock of this corporation and all other matters permitted by the laws of Florida in any agreement among themselves, (3) approve the reasonable charges and expenses of incorporating this corporation, including attorney's fees and costs and the reasonable expenses and compensation for the sale or underwriting of the shares of this corporation. The same may be allowed to be paid out of the consideration received by the corporation for the issuance of the shares without thereby impairing the fully paid and non-assessable status of such shares, and (4) adopt, alter, amend or repeal the By-Laws of this Corporation. The By-Laws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with law or these Articles of Incorporation. Any stockholder may appoint another person to serve in the stockholders stead.

IN WITNESS WHEREOF, I execute these Articles of Incorporation.

The Undersigned accepts the duties of registered agent of this corporation.

X Jorge F. Hernandez
Incorporator/Initial Director

X Jorge F. Hernandez
Registered Agent

STATE OF FLORIDA, COUNTY OF ORANGE - ACKNOWLEDGMENT: Before me personally appeared the Incorporator/Initial Director and Registered Agent known to me to be the person described herein who acknowledged executing these Articles.

Jorge F. Hernandez

Dated on 2/1/96



TAMMY C. BRANSON
My Commission CC488886
expires Aug. 18, 1999

P96000014515

Name Change

January 15, 1997

Amended

Division of Corporations
P. O. Box 6327
Tallahassee, FL 3314

600002059326--9
-01/15/97--01082--002
*****87.50 *****87.50

To whom it may concern:

Enclosed please find the Articles of Amendment for our corporation.

Our current address is as follows:

1130 S. Semoran Blvd., Suite B
Orlando, Florida 32807
Telephone No. (407)380-3877

Name Change

Also enclosed please find our check #1380 in the amount of \$35.00 to cover the filing fee.

Thank you in advance for your prompt attention to the above.

Sincerely yours,

Jorge F. Hernandez
Jorge F. Hernandez, Pres.
International Massage Therapy, Inc.

FILED
97 JAN 15 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	1/15/97
Address	
City	DOH
State	DOH
Zip	DOH
County	DOH
Verity	DOH
Acknowledgment	DOH
W.P. Verity	DOH

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
97 JAN 15 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTERNATIONAL MESSAGE THERAPY, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Name change

New Name requested: INTERNATIONAL PHYSICAL THERAPY & MASSAGE, 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: January 1, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

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

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

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 15th of January, 19 97

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jorge I. Hernandez

Typed or printed name

PRESIDENT

Title