

P96000014756

Foley & Lardner  
Registrar's Name

Address  
222-6100  
City/State/Zip Phone #

900001716809  
-02/16/96--01006--021  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Dr. Arthur L. Anderson, D.A.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
96 FEB 16 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Walk in     Pick up time 2:30     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

photocopy attached for receipt copy.

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| <input type="checkbox"/>   | Foreign             |
| <input type="checkbox"/>   | Limited Partnership |
| <input type="checkbox"/>   | Reinstatement       |
| <input type="checkbox"/>   | Trademark           |
| <input type="checkbox"/>   | Other               |

D. BROWN FEB 16 1996

|                     |  |
|---------------------|--|
| Examiner's Initials |  |
|---------------------|--|

**ARTICLES OF INCORPORATION  
OF  
DR. ARTHUR L. ANDERSON, P.A.**

The undersigned, an Acupuncture Physician duly licensed to render professional services in the state of Florida, for the purpose of forming a professional corporation under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE 1**

**NAME AND ADDRESS**

Section 1.1: Name: The name of the corporation is:

Dr. Arthur L. Anderson, P.A.

Section 1.2: Address of Principal Office: The address of the principal office of the corporation is:

321 Rosedale Drive  
Miami Springs, FL 33166

**ARTICLE 2**

**DURATION**

Section 2.1 Duration: This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if these Articles are not filed by the Department of State of the State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

**ARTICLE 3**

**PURPOSE AND NATURE OF BUSINESS**

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to the public through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice acupuncture, the same professional services that an Acupuncture Physician duly licensed under the laws of the State of Florida is authorized to render; provided, however, nothing in these Articles of Incorporation shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such professional services.

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TALLAHASSEE, FLORIDA

**ARTICLE 4**

**CAPITAL STOCK**

Section 4.1 Authorized Capital: The authorized capital stock of the corporation shall consist of 1,000 shares of common stock having a par value of \$1.00 per share.

Section 4.2 Limitation on Issuance: None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice acupuncture in the State of Florida.

**ARTICLE 5**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

321 Rosedale Drive  
Miami Springs, FL 33166

The name of the initial registered agent of this corporation at that address is:

DR. ARTHUR L. ANDERSON

**ARTICLE 6**

**DIRECTORS**

Section 6.1 Number: This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director: The name and street address of the members of the first Board of Directors of the corporation are:

| Name                   | Address                                       |
|------------------------|---|
| Dr. Arthur L. Anderson | 321 Rosedale Drive<br>Miami Springs, FL 33166 |

Section 6.3: Indemnification: The Board of Director's is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE 7**

**RESTRAINT ON ALIENATION OF SHARES**

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares, except to another individual who is eligible to be a shareholder of this corporation.

**ARTICLE 8**

**BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE 9**

**INCORPORATOR**

The name and street address of the incorporator of this corporation is:

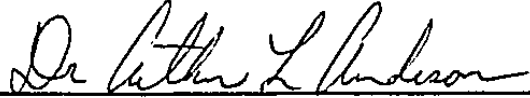
Dr. Arthur L. Anderson  
321 Rosedale Drive  
Miami Springs, FL 33166

**ARTICLE 10**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the  
13 day of February, 1996.

  
\_\_\_\_\_  
DR. ARTHUR L. ANDERSON  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

*Dr. Arthur L. Anderson*

DR. ARTHUR L. ANDERSON  
Registered Agent

Date: 2/13/96

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DR. ARTHUR L. ANDERSON  
321 Rosedale Drive  
Miami Springs, FL 33166  
305-888-9546

**P96000014726**

February 20, 1996

Secretary of State  
Department of Corporations  
Amendment Section  
409 E. Gaines Street  
Tallahassee, FL 32399

200001720862  
-02/22/96--01006--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Dr. Arthur L. Anderson, P.A.  
Filed February 16, 1996

To Whom It May Concern:

Enclosed please find the following items:

1. Amendment changing the name of the above referenced corporation to:  
ARTHUR L. ANDERSON, A.P., P.A.
2. Check in the amount of \$87.50 to cover the filing fees/certified copy of  
the amendment

Thank you for your assistance. If you have any questions, please do not  
hesitate to call.

Sincerely,

*Arthur L. Anderson*  
ARTHUR L. ANDERSON

**FILED**  
96 FEB 21 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

7122  
*John  
Change  
C.C.*

ARTICLES OF AMENDMENT  
CONSENT OF STOCKHOLDERS AND DIRECTORS OF  
DR. ARTHUR L. ANDERSON, P.A.  
TO ACTION WITHOUT A MEETING

FILED  
96 FEB 21 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Resolution Relating to  
Change of Name of the Corporation

Pursuant to Section 607.181 (3), Florida Statutes, the undersigned, being all of the stockholders and directors of DR. ARTHUR L. ANDERSON, P.A., a Florida corporation, hereby adopt the following resolution and consent to the taking of the following action:

RESOLVED, that the stockholders and directors of this Corporation hereby authorize the Corporation to change the name of the Corporation to:

ARTHUR L. ANDERSON, A.P., P.A.

IN WITNESS WHEREOF, the undersigned has executed this consent on the date indicated.

SOLE STOCKHOLDER:

Arthur L. Anderson  
ARTHUR L. ANDERSON, President

2-20-96  
(Date)

SOLE DIRECTOR:

Arthur L. Anderson  
ARTHUR L. ANDERSON

2-20-96  
(Date)