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96 FEB 27 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

200001725532

-02/27/96--01102--011

*****700.00 *****70.00

1. DAYTONA INSTITUTE OF MASSAGE THERAPY, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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

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

Examiner's Initials

2-27-96
28

ARTICLES OF INCORPORATION

FILED

OF

96 FEB 27 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAYTONA INSTITUTE OF MASSAGE THERAPY, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **DAYTONA INSTITUTE OF MASSAGE THERAPY, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 209 Dunlawton Avenue, Suite 18, Port Orange, Florida 32119 and the mailing address is Post Office Box 4130, South Daytona, Florida 32121-4130.

ARTICLE 4 - INCORPORATOR

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

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Rosalie Friedman
Vice-President:	Lawrence Friedman
Secretary:	Lawrence Friedman
Treasurer:	Rosalie Friedman

whose addresses shall be the same as the principal office of the Corporation.



AMERILAWYER®

343 ALMERIA AVENUE / CORAL GABLES, FL 33134 / TELEPHONE (305) 445-2700 / (800) 603-3900 / FACSIMILE (305) 447-8900
MAILING ADDRESS: POST OFFICE BOX 144479 / CORAL GABLES, FL 33114-4479

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Lawrence Friedman
Rosalie Friedman

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

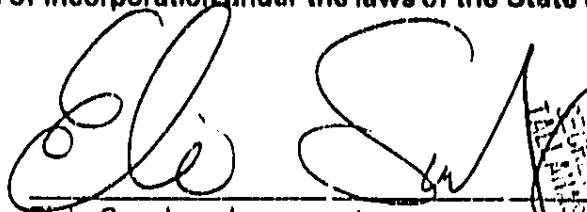
ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



AMERILAWYER®

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26 February 1998.


Elio Sanchez, Incorporator

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95 FEB 27 PM 4:41
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

AmeriLawyer® Chartered

By: 

Natalia Llerera, Vice President

ARTESINC SUB



AMERILAWYER®

343 ALMERIA AVENUE / CORAL GABLES, FL 33134 / TELEPHONE (305) 445-2700 / (800) 603-3900 / FACSIMILE (305) 447-8900
MAILING ADDRESS: POST OFFICE BOX 144479 / CORAL GABLES, FL 33114-4479

CORPORATION

P96000017824

CORPORATION INFORMATION SERVICES

(Requestor's Name)

1201 Hays Street

(Address)

(904)

Tallahassee, FL 32301 222-9171

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CIS Acct. # _____

CIS Order # _____

AUTHORIZATION #072100000032

Prepaid \$35.00

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

1. Daylong Institute of Massage Therapy, Inc.
(Corporation Name) (Document #)2. _____
(Corporation Name) (Document #)3. _____
(Corporation Name) (Document #)4. _____
(Corporation Name) (Document #)☒ Walk in ☐ Pick up time _____☐ Certified Copy☒ Stamped copy☐ Mail out ☐ Will wait ☐ Photocopy☐ Certificate of Status

NEW FILINGS

Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS

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

OTHER FILINGS

Annual Report
Fictitious Name
Name Reservation

REGISTRATION/
QUALIFICATION

Foreign
Limited Partnership
Reinstatement
Trademark
Other

Examiner's Initials

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TALLAHASSEE, FLORIDARECEIVED
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DIVISION OF CORPORATIONNC
DRP
4-23



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

April 5, 1996

CORPORATION INFORMATION SERVICES
MICHELLE BAILEY
TALLAHASSEE, FL 32301

SUBJECT: DAYTONA INSTITUTE OF MASSAGE THERAPY, INC.
Ref. Number: P96000017824

Please file first
#1

RESUBMIT
Please give original
submission date as file date.

We have received your document for DAYTONA INSTITUTE OF MASSAGE THERAPY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 696A00015656

4-17-1996 2:09PM

FROM DANIELS / CORNTO 904 255 8220

P.3

April 10, 1996

Secretary of State
Division of Corporations
Tallahassee, FL

Re: Friedman & Friedman, P.A.

Dear Sir or Madam:

On August 25, 1995, Friedman & Friedman, P.A., was administratively dissolved by the Secretary of State and the name cannot be used for one year after that date unless authorized by Friedman & Friedman, P. A.

You are hereby authorized to release the use of the name Friedman & Friedman, P.A., to Friedman & Friedman, Inc.

Thank you for your assistance in this matter.

Sincerely,

by: Arthur B. Friedman
Maureen E. Carroll - Friedman
Arthur B. Friedman ~~ATTORNEY-IN-FACT~~
President and Director Maureen E. Carroll-Friedman

ABF

AMENDMENT TO ARTICLES OF INCORPORATION
OF
DAYTONA INSTITUTE OF MASSAGE THERAPY, INC.

We, the undersigned, being the President and Secretary of DAYTONA INSTITUTE OF MASSAGE THERAPY, INC., hereby certify that the following Amendment was unanimously adopted by the Shareholder and Director of the corporation by unanimous consent at a meeting held on the 1st day of April, 1996.

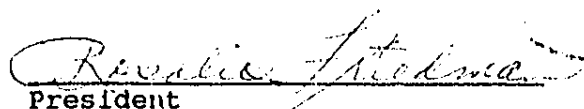
ARTICLE 1. "NAME" is amended to read as follows:

"The name of the corporation is "FRIEDMAN & FRIEDMAN, INC., and the mailing address of the corporation shall be, Post Office Box 4130, South Daytona, FL 32121-4130.

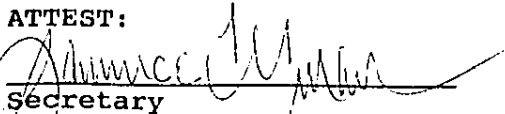
In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this

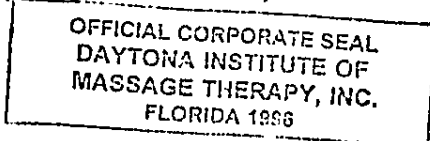
3rd day of April, 1996.


President

ATTEST:


Secretary

(Corporate Seal)



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96 APR -4 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA