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FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
(((H96000004564)))

NAME: A BETTER LIFE MEDICAL CLINICS OF STUART, INC.
FAX AUDIT NUMBER: H96000004564 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/29/1996 TIME REQUESTED: 12:05:33
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
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PREPARED BY:
Neil J. Buchhalter
FL BAR # 295097
1053 Cheney Hwy.
Titusville, FL 32783
407-269-1656

ARTICLES OF INCORPORATION
OF

A BETTER LIFE MEDICAL CLINICS OF STUART, INC.

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 A BETTER LIFE MEDICAL CLINICS OF STUART, INC.

ARTICLE II. NATURE OF BUSINESS

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum shares of stock of the corporation authorized to be outstanding at any time are ONE-HUNDRED (100) shares of common stock without nominal or par value.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just value to be fixed by the Directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall be no less than Five-Hundred (\$500.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial address of the principal office of this corporation in the State of Florida is P.O. Box 5102, Titusville, FL. 32783-5102 and the name of the registered agent is Neil J. Buchalter, 1053 Cheney Hwy., Titusville, FL. 32780.

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JAN 11 1988
CLERK OF COURT
JAN 11 1988

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ARTICLE VIII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but shall never be less than one (1).

ARTICLE IX. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Anthony Feole
1615 Dixie Hwy
Melbourne, FL. 32935

ARTICLE X. SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agree to take are:

Anthony Feole
1615 Dixie Hwy.
Melbourne, FL. 10 shares

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.

ARTICLE XII. TRANSFER OF STOCK

The shareholders of this corporation may enter into agreements between them-

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selves respecting their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitations upon the transferability or assignment of the stock and the conferring of preemptive rights of purchase

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Page 3.

upon the shareholders as condition precedent to the sale of other stock and such agreements shall be valid and this corporation may join as a party thereto.

ARTICLE XIII. TRANSFER OF ASSETS

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets including its good will, its corporate franchises, or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deem, meet and expedient and as authorized by an affirmative vote of shareholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided, however that no vote or consent of shareholders shall be necessary for a transfer of assets by way of a mortgage, trust, or pledge to secure the indebtedness of the corporation.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 28th day of March, 1996.


ANTHONY FEOLE

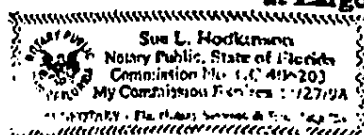
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME personally appeared ANTHONY FEOLE the person described herein, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this 28th day of March, 1996.

My Commission Expires:


NOTARY PUBLIC, State of Florida
at Large.



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ACCEPTANCE OF REGISTERED AGENT

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Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act to this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



NEIL J. BUCHALTER

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FLORIDA DEPARTMENT OF STATE
Sandra B. Matham
Secretary of State

June 5, 1997

A BETTER LIFE MEDICAL CLINICS OF STUART, INC.
P.O. BOX 5102
TITUSVILLE, FL 32783-5102

SUBJECT: A BETTER LIFE MEDICAL CLINICS OF STUART, INC.
Ref. Number: P96000027938

Debit Memo #: 8897-C

This is to inform you that check #1011 in the amount of \$521.25 submitted with the annual report for A BETTER LIFE MEDICAL CLINICS OF STUART, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$547.31 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 5, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 797A00030492

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for A BETTER LIFE MEDICAL CLINICS OF STUART, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of August 18, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000027938.

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Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Nineteenth day of August, 1997



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Sandra B. Northam

Sandra B. Northam
Secretary of State