

JOEL R. MAGAZINE, P.A.

ATTORNEY AT LAW

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FILED  
MAR 25 1996  
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March 14, 1996

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

10000017550411  
-03/25/96--01101--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: ACUPUNCTURE WORKS INC.

Dear Sirs,

Enclosed please find an original and a copy of the Articles of Incorporation for the above mentioned company. I have also enclosed a check for \$122.50 to cover the filing fee for this corporation.

Please mail a certified copy of the filed Articles in the enclosed, self-addressed stamped envelope provided.

Thank you for your cooperation regarding this matter.

Sincerely,

*Silvia Bedoya*  
SILVIA BEDOYA  
Secretary for Joel R. Magazine

JRM:sb

Enclosures

4-1-96  
TB

**ARTICLES OF INCORPORATION  
OF  
ACUPUNCTURE WORKS, INC.**

The undersigned subscriber(s) to these Articles of Incorporation a natural person(s) competent to contract under the laws of the State of Florida do(es) hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be: ACUPUNCTURE WORKS, INC.

**ARTICLE II**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III**

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of \$1.00 par value. All said stock shall be payable in cash, or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

**ARTICLE IV**

The amount of capital with which this corporation shall begin business shall be One Hundred (\$100.00) Dollars.

**ARTICLE V**

The existence of this corporation shall be perpetual.

**ARTICLE VI**

The principal office of this corporation shall be located at: 9190 S.W. 72 Street, Miami, Florida, 33173. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**

The Board of Directors of this corporation shall consist of no less than one (1) member. The number of directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

#### ARTICLE VIII

The names and addresses of the first Board of Directors, who shall be subject to these Articles of Incorporation, By-Laws, and the laws of the State of Florida to hold office for the first year of the corporation's existence, or until their successors have been elected and qualified, are as follows:

BARRY L. KAPLAN                      9190 S.W. 72 Street  
Miami, Fl. 33173

#### ARTICLE IX

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

JOEL R. MAGAZINE                      9190 S.W. 72 Street  
Miami, Fl. 33173

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

#### ARTICLE X

The names and addresses of each of the subscribers to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of 100% the amount of capital with which this corporation shall begin business, are as follows:

NAME	ADDRESS	SHARES	AMOUNT
BARRY L. KAPLAN	9190 S.W. 72 St. Miami, Fl. 33173	50	\$50.00
SANDRA K. KAPLAN	9190 S.W. 72 St. Miami, Fl. 33173	50	\$50.00

#### ARTICLE XI

The officers of the corporation, until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

BARRY L. KAPLAN                      President/Secretary

SANDRA K. KAPLAN                      Vice President/Treasurer

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

## ARTICLE XII


These Articles of Incorporation may be amended into the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders 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 be made.

## ARTICLE XIII

1. No one other than an individual who is duly licensed as states above under the laws of the State of Florida may own any corporate stock of this corporation, nor may any stockholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholder's meeting, specifically called for that purpose, by not less than a majority of the outstanding stock at such stockholder's meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

IN WITNESS WHEREFORE, I, JOEL R. MAGAZINE, the undersigned, being the authorized Incorporator herein above named, for purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do hereby and make and file these Articles of Incorporation and do hereby declare and certify that the facts herein stated are true, and I hereunto set my hand and seal this 14th day of March, 1996.

  
JOEL R. MAGAZINE

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

I hereby certify that on this day, personally appeared JOEL R. MAGAZINE, to me well known to be the same person

described herein, who executed these Articles of Incorporation, and produced his Florida Driver's License as identification and he acknowledged before me, the Articles to be his act and deed and that the facts set forth therein are true and correct to the best of his knowledge.

WITNESS my hand and seal in the County of Dade, Miami, Florida, this 14th day of March, 1996

SYLVIA BEDOYA  
COMMISSION # CC 400010  
EXPIRES SEP 18, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

[Signature]  
NOTARY PUBLIC, State of Florida

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as the Registered Agent for the above mentioned corporation for the purpose of accepting service of process for ACUPUNCTURE WORKS, INC. at the place designated in the Articles of Incorporation, JOEL R. MAGAZINE, hereby accepts such appointment and agrees to act in such capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

DATE: 3/14/96

[Signature]  
JOEL R. MAGAZINE