

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*QH 4/19/94*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4/19		
TIME	9:30		CK No. _____
BY	<i>JP</i>		

WALK-IN \_\_\_\_\_  
Will Pick Up \_\_\_\_\_

RE

*Physicians Choice Message*

*Therapy Inc 90 APR 19 AM 11:19*

DISBURSED  
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Gen. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX ( ) pgs.		

**SUBTOTALS**

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

7

**ARTICLES OF INCORPORATION**

**FILED**

96 APR 19 AM 11:19

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation: **STATE OF FLORIDA TALLAHASSEE, FLORIDA**

1. **Name and Address:** The name of this corporation is Physicians Choice Massage Therapy, Inc. the corporation office and mailing address is 5770 Roosevelt Blvd., Ste 500 Clearwater, FL 34620.

2. **Duration:** The period of its duration is perpetual.

3. **Purpose:** The purpose is to engage in any related activities or business permitted under the laws of the United States and Florida.

4. **Capital Stock:** The corporation is authorized to issue 1,000 shares, all of one class at \$1.00 par value.

5. **Initial Registration Office and Agent:** The name and address of the initial registered agent and office of this corporation is as follows:

Keith R. Johnson  
5770 Roosevelt Blvd., Ste 500  
Clearwater, FL 34620

6. **Initial Board of Directors:** This corporation shall have one director initially. The number of directors may be either increase or decrease from time to time by an amendments of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation is:

<u>Name</u>	<u>Address</u>
Keith R. Johnson	5770 Roosevelt Blvd., Ste. 500 Clearwater, FL 34620

7. **Incorporator:** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Keith R. Johnson	5770 Roosevelt Blvd., Ste. 500 Clearwater, FL 34620

8. **Bylaw Amendment:** The power to adopt, alter amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

9. **Indemnification:** The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of section 607.0850 of the Florida Statutes, as amended.

10. **Informal Action of Directors:** If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their

consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

11. **Amendment of Articles:** The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors in the manner produced by the Florida Statutes.

12. **Pre-emptive Rights:** Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of the shares outstanding, exclusive of treasury share. This right shall be deemed waived by any shareholder who does not exercise it or pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, term and condition of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within (30) days of receipt of notice from the corporation.

13. **Director Conflict of Interest:**

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholder entitled to vote thereon, and such contract or transaction is approved by vote of the shareholder; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

14. **Informal Action of shareholders.** Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holder of outstanding stock having not less than the minimum number of votes that would be necessary to authorize to take such action at a meeting at which shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned incorporate has executed these Articles of  
Incorporation this 10th day of January,

95 APR 19 AM 11:29

CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

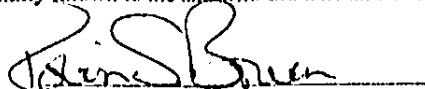
  
Keith R. Johnson  
Incorporator

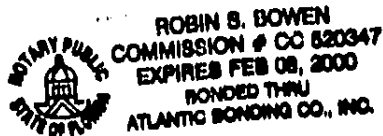
I hereby accept and am familiar with the duties of being designated as Registered agent.

  
Keith R. Johnson  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF PINELLAS)

THE foregoing instrument was acknowledged before me this 18<sup>th</sup> day of April, 1996 by  
Keith R. Johnson, who is personally known to me and who did take an oath.

  
Robin S. Bowen  
Notary Public  
My commission expires: 02/08/96



**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 222-8870 • 1-800-342-8062 • Fax (904) 222-1222

**P96000034256**

Physicians Choice  
Massage Therapy  
Inc.

10/10/97	6/26/97
10/11	10/11
10/11	10/11
10/11	10/11
10/11	10/11
10/11	10/11
10/11	10/11
10/11	10/11

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

FILED  
JUN 26 PM 3 33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

700000333577-5  
-06/26/97-01036-008  
\*\*\*\*\*@17.50 \*\*\*\*\*@17.50

- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File Amend
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Name Reservation
- \_\_\_ Merger File
- ☒ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- ☒ Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

RECEIVED  
JUN 26 PM 11:58

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PHYSICIANS CHOICE MASSAGE THERAPY, INC.

FILED  
91 JUN 26 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: Amendments adopted: The meeting of the Directors and Shareholders of the above referenced Corporation was held and the following amendments and motions were adopted:

Upon motion duly made, seconded and carried, it was:

RESOLVED, That Article Five (5), of this corporation's Articles of Incorporation be amended to reflect the new Registered Agent, of this Corporation. The new amended registered agent and address to be is:

Jeanne Rosenberger  
3691 SR 580, Ste. H  
Oldsmar, Florida 34677

The acceptance of appointment for Jeanne Rosenberger, is hereby included in this Articles of Amendment, as representation of this amendment.

RESOLVED, That a motion was made and carried to nominate a new officer for the Corporation. A vote, which was then taken, elected the following person into the Corporation as Vice President to serve until such time as a successor is elected and qualified:

VICE PRESIDENT: Jeanne Rosenberger

FURTHER RESOLVED, That this motion was made and carried to register the Corporation and the records with the State of Florida, Secretary of State, Division of Corporation upon the acceptance by the State of Florida, of these Articles and Amendments. A Fictitious name for the Physicians Choice Massage Therapy, Inc., Corporation to do business as Physicians Choice Management Services, Inc. A vote was taken, carried and the following fictitious name, Physicians Choice Management Services is to be the official business name for the Corporation until such time as it may be changed.

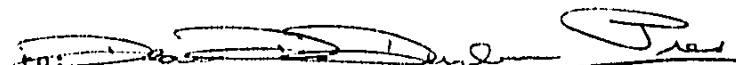
SECOND: It was then presented at the above mentioned meeting, that the date of these amendments adoption be June 16, 1997.

THIRD: Upon motion duly made, seconded and carried these amendments and motions, were adopted, approved and ordered appended to the minutes of this Corporation and an impression of said seal was to be placed in the margin of those minutes. The number of votes cast for these amendments were sufficient for approval.

There being no further amendments or motions to come before this meeting, upon motion made, seconded and carried the same was adjourned.

Dated this 16th day of June 1997

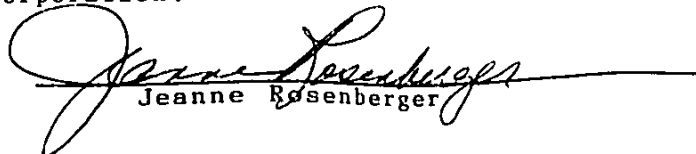
  
Deanna D. Dunbar, Secretary

attested to:   
Deanna D. Dunbar, President

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

I, Jeanne Rosenberger, appointed pursuant to Article Five (5), of the Articles of Incorporation of PHYSICIANS CHOICE MASSAGE THERAPY, INV., do hereby accept that appointment as Registered Agent for said corporation.

  
Jeanne Rosenberger

417 B. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-1111 • 1-800-342-8062 • Fax (904) 222-1222

P96000034256

Physicians Choice  
4-massage therapy,  
Inc.

-06/12/97--01093--006

87.50 87.50

Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_ *Amend*

Fictitious Name File \_\_\_\_\_

Name Reservation \_\_\_\_\_

Merger File \_\_\_\_\_

☒ Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

SECRET  
TALLAHASSEE  
FLORIDA

97 JUN 12 PM 3:03

FILED

FILED  
97 JUN 12 PM 3:00  
SECRET  
STATE  
TALLAHASSEE  
FLORIDA

6/12/97  
104  
104  
104  
104  
104

**Sigra ture**

**Requested by:**

**Narr. 3**

6/12      10:05  
Date      Time

### Wait -In

### Will Pick Up



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PHYSICIANS CHOICE MASSAGE THERAPY, INC.**

**FILED**  
97 JUN 12 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** Amendments adopted: The meeting of the Directors and Shareholders of the above referenced Corporation was held and the following amendments and motions were adopted:

Upon motion duly made, seconded and carried, it was:

**RESOLVED,** That Article One (1), of this corporation's Articles of Incorporation be amended to reflect the new mailing address of this Corporation. The new amended mailing address to be is:

**3691 State Road 580, Unit H, Oldsmar, Florida 34677**

**RESOLVED,** That Article Five (5), of this corporation's Articles of Incorporation be amended to reflect the new Registered Agent, of this Corporation. The new amended registered agent and address to be is:

**Walt Rozanski  
3691 State Road 580  
Unit H  
Oldsmar, Florida 34677**

The acceptance of appointment for **WALT ROZANSKI**, is hereby included in this Articles of Amendment, as representation of this amendment.

**RESOLVED,** That Article Six (6), of this corporation's Articles of Incorporation be amended to reflect the new Director, of this Corporation. The new amended Director and Director's address to be is:

**Deanna D. Dunbar  
3691 State Road 580  
Unit H  
Oldsmar, Florida 34677**

**RESOLVED,** That a motion was made and carried to nominate new officers for the Corporation. A vote, which was then taken, elected the following persons into the Corporation as officers to serve until such time as successors are elected and qualified;

**PRESIDENT: Deanna D. Dunbar  
SECRETARY: Deanna D. Dunbar  
TREASURE : Deanna D. Dunbar**

**FURTHER RESOLVED,** That this motion be reflected on the records for the Corporation and the records with the State of Florida, Secretary of State, Division of Corporations upon the acceptance by the State of Florida, of these Articles of Amendments.

**SECOND:** It was then presented at the above mentioned meeting, that the date of these amendments adoption be March 31, 1997.

**THIRD:** Upon motion duly made, seconded and carried these amendments and motions, were adopted, approved and ordered appended to the minutes of this Corporation and an impression of said seal was to be placed in the margin of those minutes. The number of votes cast for these amendments were sufficient for approval

There being no further amendments or motions to come before this meeting, upon motion made, seconded and carried the same was adjourned.

dated this 31st day of March 1997.

  
Deanna D. Dunbar, Secretary

attested to:

  
Deanna D. Dunbar, President

attested to:

  
Keith R. Johnson, Incorporator

(SEAL)

**ACCEPTANCE OF REGISTERED AGENT**

I, WALT ROZANSKI, appointed pursuant to Article Five (5), of the Articles of Incorporation of PHYSICIANS CHOICE MASSAGE THERAPY, INC., do hereby accept that appointment as Registered Agent for said corporation.

  
Walt Rozanski