

1201 HAYS STREET  
SARASOTA, FL 34230  
904-917-0000  
904-917-0000 FAX

09600055778



PRIME MAIL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 006934 10655A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizzuti*

ORDER DATE : July 1, 1996

ORDER TIME : 2:47 PM

ORDER NO. : 006934

CUSTOMER NO: 10655A

300001880943

CUSTOMER: Shari Streit Jansen, Esq  
SHARI STREIT JANSEN, P.A.

P. O. Box 49974

Sarasota, FL 34230

DOMESTIC FILING

NAME: WHOLISTIC HEALTH CARE, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL -1 AM 10:02

*JP*  
*7/2/96*

**ARTICLES OF INCORPORATION**  
**OF**  
**WHOLISTIC HEALTH CARE, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -1 AM 10: 02

The undersigned subscriber to these Articles of Incorporation, being a natural person and competent to contract hereby forms a professional association under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this Corporation is WHOLISTIC HEALTH CARE, P.A., and the actual address of the corporation is 1521 Dolphin Street, Sarasota, Florida 34236.

**ARTICLE II. DURATION**

The Corporation shall have a perpetual existence and shall commence on July 1, 1996.

**ARTICLE III. PURPOSE**

The purpose for which this Corporation is organized shall be to engage in business in the State of Florida, and to do those things that are necessary or proper in connection with any business which is legal in this State, including, but not limited to, the following:

- a) To purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgage, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its business and in connection with any other proper business activity in which the Corporation may engage.
- b) To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.
- c) To borrow or raise money reasonably required in the conduct of its business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

d) To form and become a participant in any partnership, limited partnership, or joint venture, with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity so long as not in conflict with the restrictions imposed by the bylaws, or the Professional Service Corporations Act.

e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all powers conferred on professional service corporations by the laws of the State of Florida.

f) To restrict the manner in which persons to whom its capital stock shall be issued or transferred including a shareholders agreement, and to enact bylaws to carry these restrictions into effect.

g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or furtherance of any of the owners set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporations Act as currently enacted, and as may be hereafter amended or superseded by other statutes.

#### **ARTICLE IV. CAPITAL STOCK AUTHORIZED**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

#### **ARTICLE V. DIVIDENDS**

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part

thereof as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds debentures, notes, script, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this Corporation shall be at 1037 North Washington Boulevard, Sarasota, Florida 34236.

The initial registered agent of this Corporation at that office shall be Shari Streit Jansen, Esquire.

#### **ARTICLE VII. DIRECTORS**

The initial Board shall consist of one Director and the name and address of the person who shall serve as Director is as follows:

THOMAS M. McNAUGHTON, M.D.  
1521 Dolphin Street  
Sarasota, Florida 34236

#### **ARTICLE VII. MAJORITY CONSENT VOTING**

Any action required or permitted by the Professional Service Corporations Act of the State of Florida at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of the outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to non-consenting stockholders by mailing said notice to said stockholders by first class mail, postage prepaid, to their address of record.

#### **ARTICLE IX. AMENDMENTS**

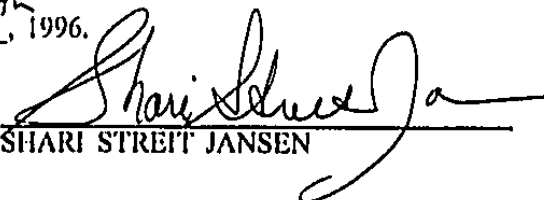
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders

and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE X. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is SHARI STREIT JANSEN, Post Office Box 49974, Sarasota, Florida 34230.

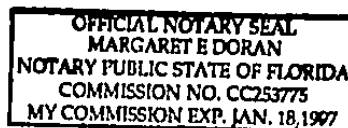
IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing ARTICLES OF INCORPORATION on June 28<sup>th</sup>, 1996.

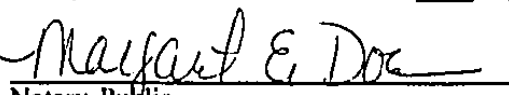
  
SHARI STREIT JANSEN

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of June, 1996, by Shari Streit Jansen, who is personally known to me and who did take an oath. Shari Streit Jansen, is the person described herein, and she executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that said person subscribed to those ARTICLES OF INCORPORATION for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 28<sup>th</sup> day of June, 1996.



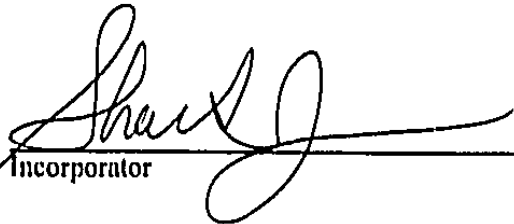
  
Notary Public  
State of Florida at Large

**CERTIFICATE DESIGNATING REGISTERED AGENT**  
**AND ACCEPTANCE OF REGISTERED AGENT**

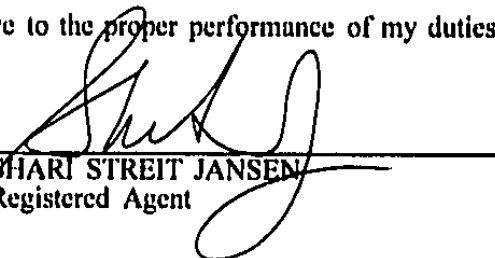
In compliance with Sections 48.091 and 607.34, Florida Statutes, the following is submitted:

FIRST, that WHOLISTIC HEALTH CARE, P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1521 Dolphin Street, Sarasota, Florida 34236, and has named Shari Streit Jansen, 1037 North Washington Boulevard, Sarasota, Florida 34236, as its agent to accept service of process within Florida.

Dated: June 28<sup>th</sup>, 1996.

  
Incorporator

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

  
SHARI STREIT JANSEN  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -1 AM 10:03

SHARI STREIT JANSEN, P.A.

Attorney at Law

1037 N. Washington Blvd. • P.O. Box 49974  
Sarasota, FL 34230  
(941) 365-5556 • FAX (941) 366-2634

P96000055778

FILED  
97 MAR 12 AM 03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

3/7/97

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

900002110939--3  
-03/12/97--01039--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

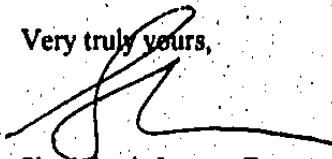
RE: wHolistic Health Care, P.A.

Dear Sirs:

Enclosed please find an amendment of the Articles of Incorporation of wHolistic Health Care, P.A., changing its name to wHolistic Health Care, Inc., and removing it from legal stauts under Florida Statute 621.03 to the Florida General Corporation Act, 607.187.

I have also enclosed this firm's trust account check in the amount of \$35.00 to cover the fee involved in this amendment. Please time-stamp one copy and return it to my office and file the original.

Very truly yours,



Shari Streit Jansen, Esq.

SSJ/aa  
Encl.

N/c

VS MAR 17 1997

**AMENDMENT TO**  
**ARTICLES OF INCORPORATION OF**  
**WHOLISTIC HEALTH CARE, P.A.**

**FILED**  
**97 MAR 12 AM 10:04**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

TO: Department of State  
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.187 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation

1. The name of the corporation is **WHOLISTIC HEALTH CARE, P.A.**
2. The following amendment of the Articles of Incorporation was adopted by the shareholder and director of the Corporation on March 7, 1997, in the manner described by the Florida General Corporation Act, F.S. 607.187, and this Corporation is no longer a Professional Service Corporation pursuant to the Professional Service Corporations, F.S. 621.03 but is organized pursuant to the Florida General Corporation Act, F.S. 607.187.

**Article I**

The name of this corporation is **WHOLISTIC HEALTH CARE, INC.**, and the address of the corporation shall be 1521 Dolphin Street, Sarasota, Florida 34236.

**Article III**

The purpose for which this Corporation is organized shall be to engage in business in the State of Florida, and to do those things that are necessary or proper in connection with any business which is legal in this State, including, but not limited to, the following:



(a) To Purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgage, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its business and in connection with any other proper business activity in which the Corporation may engage.

b) To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.

c) To borrow or raise money reasonably required in the conduct of its business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

d) To form and become a participant in any partnership, limited partnership, or joint venture, with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity so long as not in conflict with the restrictions imposed by the bylaws, or the laws of the State of Florida.

e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all powers conferred on Florida Corporations by the laws of the State of Florida.

f) To restrict the manner in which persons to whom its capital stock shall be issued or transferred including a shareholders agreement, and to enact bylaws to carry these restrictions into effect.

g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or furtherance of any of the owners set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Corporation Act as currently enacted, and as may be hereafter amended or superseded by other statutes.

Dated: March 7, 1997

**WHOLISTIC HEALTH CARE, INC.**

  
By: Thomas M. McNaughton, M.D./President