

P96000062446

MAKIELA M. FRASER

Requestor's Name

2675 BANTRY BAY DR

Address

Tallahassee, FL 32308

City/State/Zip

Phone #

668-3796

Office Use Only

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

1. MEDICORF OF EAST BOCA, INC.

(Corporation Name)

(Document #)

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-07/26/96--01077--016
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2.

(Corporation Name)

(Document #)

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(Corporation Name)

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4.

(Corporation Name)

(Document #)

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☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input 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

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96 JUL 25 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

CERTIFICATE OF INCORPORATION
OF
Medicorl of East Boca

96 JUL 25 PM 3:19
SECRET
TALLAH. FL. FLORIDA

1. **Name.**

The name of the Corporation is Medicorl of East Boca, Inc.

2. **Principal Office and Registered Agent.**

Its registered office in the State of Florida is 4400 W. Sample Rd. Suite 114, in the City of Coconut Creek, FL, County of Broward. The name of its registered agent at such address is Kenneth Lieberman.

3. **Purposes.**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. **Capital Stock.**

The total number of shares of capital stock that the Corporation shall have authority to issue is 1000, all of which are to be common stock with \$1.00.

5. **Incorporator.**

The name and mailing address of the incorporator is: Kenneth Lieberman, 4400 West Sample Rd Suite 114, Coconut Creek, FL 33073 .

6. **Existence.**

The Corporation is to have perpetual existence.

7. **Liability of Stockholders.**

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. **Management.**

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in

the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 24 day of JULY, 1996.


Kenneth Lieberman

State of FLORIDA)

County of Broward) ss

BE IT REMEMBERED that on this 7/24/96 personally came before me, a Notary Public for the State of Florida, Kenneth Lieberman, to me personally known to be the same person who executed the foregoing Certificate, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Sonia Gray
Notary Public

My commission expires:


7/8/99



"OFFICIAL SEAL"
Sonia Gray
My Commission Expires 7/8/99
Commission #CC 463113

Acceptance by Registered Agent

I am hereby familiar with and accept the duties and responsibilities as registered agent for Medicor of East Boca, Inc.


Kenneth Lieberman C.P.A.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RESOLUTION:
CHANGE CORPORATE ADDRESS

RESOLVED, that the Corporation change its official address from 4400 West Sample Rd.
Suite 114, in the City of Coconut Creek, Fl, County of Broward. To 1599 N.W. 9th Avenue Suite
F, Boca Raton, Fl, County of Palm Beach, and that said change of address be duly filed with the
Department of Corporations and such further parties who shall be entitled to notice or wherein
notice is desirable as in the best interests of the Corporation.

ZIP =

33486

(from envelope)

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and
the custodian of the books and records and seal of Medicor of East Boca,
a corporation duly formed pursuant to the laws of the State of Florida,
and that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of
Directors, and that said meeting was held in accordance with state law and the Bylaws of the
above-named Corporation on 29 day July, 1996, and that said resolution is now in full force and
effect without modification or rescission.

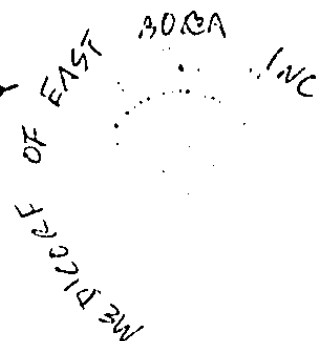
IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed
the corporate seal of the above-named Corporation this 29th day of July, 1996.

A True Record.

Attest.

Fredrick M. Shover
Secretary

updated LL 9/4/96
sent R/A info



P96000062446

Requestor's Name

Address

1594 NW 9th Ave.
Boca Raton Fl. 33486

Office Use Only

CORPORATION NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
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TALLAHASSEE, FLORIDA

NEW FILINGS	
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OTHER FILINGS	
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<input type="checkbox"/>	Other

*PA chg
PRG
9/30*

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Medicorf of East Boca Inc.

1b. The mailing address of the corporation is: 1599 NW 9th Ave.
Boca Raton, Florida 33486

1c. Date of Incorporation: June 20th 1986 Document number: _____

2. The name and address of the current registered agent and office:

Ken Leigerman
4400 West Sample Rd. Suite 114
Coconut Creek Fla 33073

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Frederick M Thomas
8543 Dynasty Dr.
Boca Raton Fla. 33433

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Frederick M. Thomas
(Signature of an officer, chairman or vice chairman of the board)

(Date)

Frederick M. Thomas President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Fred Thomas
(Signature of Registered Agent)

9-20-96
(Date)

If signing on behalf of an entity:

Fred Thomas
(Typed or Printed Name)

(Capacity)

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

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96 SEP 27 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96 000062446
Sunstate Research
Requestor's Name

Address

City/State/Zip Phone #

100001999331--9
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96 NOV -7 PM 12:05
DIVISION OF CORPORATION

N. HENDRICKS NOV - 7 1996

CERTIFICATE OF AMENDMENT

Medicorf of East Boca, Inc., Article IV

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Medicorf of East Boca, Inc., a corporation of the State of Florida whose registered office is located at 1599 N.W. 9th Avenue, Suite F, Boca Raton, Florida 33486, certifies pursuant to the provisions of Article IV that at a meeting of the stockholders of said corporation called for the purpose of amending the Articles of Incorporation, and held on July 29, 1996. It was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote, Barbara Thomas - 50% shareholder

Jerry Thomas - 50% shareholder

That ARTICLE IV of the Articles of Incorporation is amended to read as follows:

ARTICLE IV

Jerry Thomas, Chairman of the Board

Frederick Thomas, President

Signed on 21st day of October, 1996

By Frederick M. Thomas
President

Frederick M. Thomas
Secretary