

P9600009078



PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 058126 7111832

AUTHORIZATION :

*Patricia Pysant*

COST LIMIT : \$ 122.50

RECEIVED  
96 AUG 20 AM 8:50  
DIVISION OF CORPORATION

ORDER DATE : August 19, 1996

ORDER TIME : 2:25 PM

ORDER NO. : 058126

CUSTOMER NO: 7111832

CUSTOMER: Ms. Linda Wood  
CLINICARE WELLNESS  
CENTERS, INC  
1601 Belvedere Road  
Suite 500-east  
West Palm Beach, FL 33406

800001326289

DOMESTIC FILING

NAME: COMPREHENSIVE PHYSICIANS  
CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

*8/20/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 20 AM 10:29

96 AUG 20 AM 10: 29

#### ARTICLE VI. DIRECTORS

This corporation shall have three (3) director(s) initially. The name and street address of the initial member(s) of the Board of Directors are:

Gustav A. Marquardt, D.C.	415 E. Michigan St. Orlando, FL 32806
Janet A. Marquardt	415 E. Michigan St. Orlando, FL 32806
Anita R. Marquardt	415 E. Michigan St. Orlando, FL 32806

#### ARTICLE VII. INDEMNIFICATION

A. The corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The corporation may pay in advance any expenses (including attorneys's fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, by-law, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The corporation may purchase and maintain insurance on

F. If any provision in the Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

415 E. Michigan St.  
Orlando, FL 32806

Gustav A. Marquardt  
Gustav A. Marquardt, D.C.

FILED STATE  
CORPORATIONS  
96 AUG 21 AM 10:29

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

The following is submitted in accordance with the  
requirements of Chapter 48.091, Florida statutes:

COMPREHENSIVE PHYSICIANS CENTER, INC., desiring to organize  
under the laws of the State of Florida with its registered  
office, as indicated in the Articles of Incorporation, in the  
City of Orlando, County of Orange, State of Florida, has named  
Gustav A. Marquardt, D.C., located at 415 E. Michigan St.,  
Orlando, Florida 32806, as its agent to accept service of  
process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the  
above-stated corporation at the place designated in this  
Certificate, I hereby accept to act in this capacity and agree to  
comply with the provisions of Chapter 48.091, F.S., relative to  
keeping open said office.

Accepted this 14th day of August, 1996.

  
Gustav A. Marquardt, D.C.