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4 Pages

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

66 SEP -4 PM 3:20

Figure 1

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9/15/94

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ARTICLES OF INCORPORATION
OF
B.N.P. MEDICAL, INC.

FILED
96 SEP -6 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: B.N.P. MEDICAL, INC.

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be:
2480 Scherer Drive, Suite 430, St. Petersburg, Florida 33716.

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Prepared by: S. Katherine Frazier, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 962457

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ARTICLE V**Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI**Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700 Barnett Plaza, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is S. KATHERINE FRAZIER. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII**Incorporators**

The name and address of the incorporator of this corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|--|
| S. Katherine Frazier | 101 East Kennedy Boulevard Suite 3700 - Barnett Plaza Tampa, Florida 33602 |

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ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


S. Katherine Frazier

REGISTERED AGENT CERTIFICATE

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

Signature


S. KATHERINE FRAZIER

Date:

September 4, 1996

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MAILING ADDRESS
POST OFFICE BOX 8231
TAMPA, FLORIDA 33601

LA OFFICE OF
HILL, WARD & HENDERSON
PROFESSIONAL ASSOCIATION
SUITE 3700 - BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602

TELEPHONE (813) 221-3900
TELECOMEN (813) 221-2900

September 13, 1996

DIVISION OF CORPORATIONS
Florida Department of State
P. O. Box 6327
Tallahassee Florida 32314

Re: B.N.P. MEDICAL, INC.
Our File Number: 5586-001

Dear Sir or Madam:

As incorporator of the above referenced corporation, I hereby request that the business address of the corporation be changed to:

10460 Roosevelt Boulevard
Box 209
St. Petersburg, Florida 33716

Thank you.

Sincerely,

HILL, WARD & HENDERSON, P.A.

Katherine Frazier

S. Katherine Frazier

SKF/bm
cc: Ben Coleman

untn
9.17.96

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FROM HILL WARD HENDERSON

(TUE) 3.18.97 17:11/ST. 17:10/NO. 4260294974 P 1

3/18/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: HILL, WARD & HENDERSON, P.A.
CONTACT: BARBARA A MURPHY
PHONE: (813)221-3900

ACCT#: 072317001716

FAX #: (813)221-2900

NAME: B.M.P. MEDICAL, INC.

AUDIT NUMBER.....M97000004608

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....0

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RECEIVED
MAR 19 1997
DIVISION OF CORPORATIONS

5586-01
2 Pages

Complete!
Linda

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
B.N.P. MEDICAL, INC.**

WHEREAS, the Articles of Incorporation of B.N.P. MEDICAL, INC. (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 4th day of September, 1996;

WHEREAS, it is the intention of the sole director and the sole stockholder of the Corporation that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was approved by unanimous consent of all the directors and all the stockholders of the Corporation pursuant to the provisions of Section 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation dated as of the 28th day of February, 1997;

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following:

"Article I

Name

The name of this corporation is: **WELLNESS ENCOUNTERS, INC."**

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation is hereby executed on behalf of the Corporation by its President this 28th day of February, 1997.

B.N.P. MEDICAL, INC.

Pamela D. Croper PRES
Pamela D. Croper, President

Prepared by: S. Katherine Frazier, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 962457

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TALLAHASSEE, FLORIDA