

**P96000080834**  
**W. WADE WALLACE, P.A.**  
ATTORNEY AND COUNSELOR AT LAW

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 26 PM 2:56

(904)837-0155  
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10221 WEST EMERALD COAST PARKWAY, SUITE 26  
DESTIN, FLORIDA 32541

September 24, 1996

Department of State  
State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

100001964671  
-10/03/96--01109--003  
\*\*\*\*122.50 \*\*\*\*122.50

RE: **168 International of Northwest Florida, Inc. and**  
**Emerald Coast Professional Center, Inc.**

To whom it may concern:

Please find enclosed an original and a copy of the Articles of Incorporation and Certificate Designating the Registered Agent for the above referenced corporations. Please file the originals and return the certified copies to my attention at the above address. I have enclosed check #514 & check #6396, in the amount of \$122.50 to cover the cost of said filings.

If there is anything further I need to do, please let me know. Thank you for your attention to this matter.

Sincerely,

**W. WADE WALLACE, P.A.**

*Danice M. Wallace*

Danice M. Wallace  
Office Manager

/dmw

Enclosures as stated

D. BROWN SEP 30 1996

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**ARTICLES OF INCORPORATION  
OF  
EMERALD COAST PROFESSIONAL CENTER, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

Name

The name of this corporation is: **EMERALD COAST PROFESSIONAL CENTER, INC.**

**ARTICLE II**

Duration

This corporation shall exist perpetually.

**ARTICLE III**

Corporate Purpose

This corporation is organized to transact any or all lawful business for which the corporation may be incorporated pursuant to Chapter 607, Florida Statutes, or any other applicable laws of the State of Florida.

**ARTICLE IV**

Principal Office/Mailing Address

The street address and mailing address of the initial principal office is: 504 Osceola Drive, Destin, Florida 32541.

**ARTICLE V**

Capital Stock

This corporation is authorized to issue Two Thousand (2000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI**

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

**ARTICLE VII**

Stockholder and Corporation Option to Purchase Stock

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

#### ARTICLE VIII

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is W. Wade Wallace, P.A., 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida 32541; the name of the initial registered agent of this corporation at that address is: W. Wade Wallace.

#### ARTICLE IX

##### Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws.

#### ARTICLE X

##### Initial Officers

The corporation shall have the following officers; President and Secretary, who shall be elected by a majority vote of the directors.

#### ARTICLE XI

##### Incorporators

The name and address of the incorporator is: W. Wade Wallace, W. Wade Wallace, P.A., 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida 32541.

#### ARTICLE XII

##### Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

#### ARTICLE XIII

##### Amendment

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of September, 1996.

W. Wade Wallace  
W. WADE WALLACE

STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 24th day of September, 1996, by W. Wade Wallace, who is personally known to me or who has produced N/A as identification.

WITNESS my hand and seal this 24th day of September, 1996.



WENDY G. ROSS  
MY COMMISSION EXPIRES  
March 24, 1997  
BONDED WITH TROY FAIR INSURANCE, INC.

Affix Seal

Wendy G. Ross  
Name: Wendy G. Ross

Notary Public

My commission expires: 3-24-97

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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In compliance with Section 607.0505, Florida Statutes, the following is submitted:

FIRST -- That EMERALD COAST PROFESSIONAL CENTER, INC., with its principal place of business at 504 Osceola Drive, Destin, Florida 32541, has named W. Wade Wallace, located at W. Wallace, P.A., 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida 32541, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated 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 and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Date: 9/24/94

W. Wade Wallace  
W. WADE WALLACE