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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: MIND & BODY MEDICAL CENTER, INC.

AUDIT NUMBER.....H96000015718

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of twenty-one or more, acting as incorporator of a corporation under title 607.164, of the LAWS of the State of Florida, adopt the following Articles of Incorporation for such corporation.

1. The name of the corporation, hereinafter referred to as the Corporation, shall be **Mind & Body Medical Center, Inc.**
2. The duration of the Corporation shall be perpetual.
3. The object and purpose for which the Corporation is formed is to engage in the business of ownership of an Medical Clinic and any other business permitted by law.
4. The aggregate number of shares which the Corporation is initially authorized to issue is one thousand (1000). There shall be one class of stock with a par value of one dollar (\$1.00). There shall be no preferences, qualifications, limitations, restrictions or special rights with respect to the one class of stock.

Prepared by: Nations Business Center
3900 NW 79th Avenue, S-326
Miami, FL 33166
Phone #: (305) 591-9448

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5. *Shareholder have the pre-emptive right to acquire additional shares of stock.*
6. *Provisions for the regulation of the internal affairs of the Corporation are contained in the By-Laws of the Corporation.*
7. *The Corporation will not commence business until at least one thousand dollars (\$1,000) has been received by it as consideration for the issuance of shares.*
8. *The initial registered office and principal place of the Corporation shall be located at: 35 Ponce De Leon Blvd., Coral Gables, FL 33135. The initial registered agent is George Morales.*
9. *The following persons shall constitute the initial Board of Directors of the Corporation, and shall serve until the first annual meeting, or until, their successors shall be elected: George Morales, who resides at 35 Ponce De Leon Blvd., Coral Gables, FL 33135.*
10. *The incorporators of this corporation are George Morales, whom resides at the address stated in Paragraph 9.*

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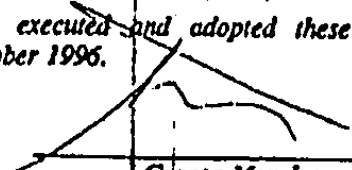
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11. The Articles of Incorporation shall constitute a binding agreement and may be amended by the affirmative vote of majority of the Board of Directors in Office.
12. The registered agent acknowledges that he/she is familiar with and accepts, the duties and responsibilities of registered agent for this Corporation.

IN WITNESS WHEREOF, We have duly executed and adopted these ARTICLES OF INCORPORATION, on this 29 day of October 1996.


George Morales
Incorporator/Director

SWORN TO AND SUBSCRIBED BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA, THIS 29 DAY OF OCTOBER 1996.


NOTARY PUBLIC

My commission expires:



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