

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
(4-222-0171) FAX

800-342-8086

P96000102855



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 196939 7111832

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : December 20, 1996

ORDER TIME : 2:15 PM

ORDER NO. : 196939-005

CUSTOMER NO: 7111832

800002085768--8

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

DOMESTIC FILING

NAME: FREUD CORP.

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: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 DEC 20 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 20 PM 4:13
DIVISION OF CORPORATION

12-23-96

KR

ARTICLES OF INCORPORATION
OF
FREUD CORP.

FILED
96 DEC 20 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be :

FREUD CORP.

The address of the principal office of this corporation shall be 10080 Northwest 53rd Street, Sunrise, Florida 33351, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Martin Schulman
Dir.

10080 Northwest 53rd Street
Sunrise, Florida 33351

Ivon Garcia
Dir.

Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 20, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

LRD/das

FILED
96 DEC 20 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000102855

I. Garcia
2180 NW 188 Terr
Pembroke Pines, FL 33029

City/State/Zip

Phone #

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ 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 checked="" type="checkbox"/>	Resignation of R.A. <u>Officer/ Director</u>
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

01100002163750-4
-05 06/97 201156-000
***** 25.00 ***** 25.00

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

FILED
97 MAY -6 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, Iron Garcia, hereby resign as Director
(Title)
of Frend Corp.
(Name of Corporation)
a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.

[Signature]

(Signature of resigning officer/director)

97 MAY -6 PM 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

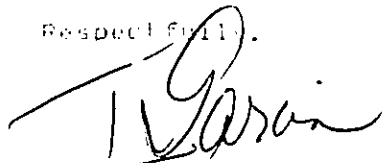
Joe Garcia
1160 N.W. 188 Terrace
Pembroke Pines, FL 33024

For Board of Directors of Fread Corp.

Dear Directors:

Please accept my resignation as Director of Fread Corp., effective February 15th, 1997. Should you have any further questions, please do not hesitate to contact me.

Respectfully,



Joe Garcia

cc: Division of Corporation