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Phone: 904/388-8512

January 29, 1997

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

Re: LILY RUBIN, L.M.T., C.N.M.T., P.A.

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-02/05/97--01020--015
*****122.50 *****122.50

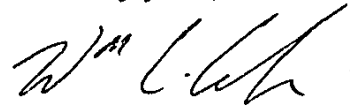
Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above referenced professional association. I would appreciate your sending me a conformed copy with the certificate at your earliest convenience in the enclosed self-addressed postage paid envelope.

I am also enclosing a check in the amount of \$122.50 for filing the For Profit Corporation.

Thank you for your assistance in this matter. Please call my office if you need further information.

Sincerely yours,


William C. Cumble

WCC/bc
Enclosures(4)

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DIVISION OF CORPORATIONS
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EFFECTIVE DATE

01/29/97

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ARTICLES OF INCORPORATION

of

LILY RUBIN, L.M.T., C.N.M.T., P.A.

The undersigned, for the purpose of forming a professional corporation under the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

NAME AND PLACE OF BUSINESS: The name of this corporation is:
Lily Rubin, L.M.T., C.N.M.T., P.A. with its principal place of business at: 4114
HERSCHEL STREET, JACKSONVILLE, FLORIDA 32210

ARTICLE II

DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSE AND NATURE OF BUSINESS

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to the public through this corporation's officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State

of Florida to practice MASSAGE THERAPY AND PRACTICE AS A LMT AND CNMT, the same professional services that an LMT AND OR CNMT duly licensed under the laws of the State of Florida is authorized to render; provided, however, nothing in these Articles of Incorporation shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such professional services.

ARTICLE IV CAPITAL STOCK

(a) Authorized-Capital. The authorized capital stock of this corporation shall consist of Ten Thousand (10,000) shares of common stock having a par value of \$00.01 per share.

(b) Limitation of Issuance. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed as a Licensed Massage Therapist or otherwise legally authorized to practice massage therapy in the State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 4114 Herschel street, Jacksonville, Florida 32210, and the name of the initial registered agent of this corporation at that address is Lily Rubin.

By signing below LILY RUBIN, hereby accepts the duties of Registered agent as required by Florida Law

ARTICLE VI

DIRECTORS

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the member of the first Board of Directors of this corporation is: *LILY RUBIN*, 4191 SAN JUAN AVENUE, Jacksonville, FLORIDA 32210

© Compensation. The Board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve this corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law,

ARTICLE VII

RESTRAINT OF ALIENATION OF SHARES

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE VIII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

INCORPORATOR

The street address of the incorporator of this corporation is 4191 SAN JUAN AVENUE, Jacksonville, FLORIDA 32210, and the name of the incorporator of this corporation is: LILY RUBIN..


ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in

these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles as of the 29TH day of January, 1997.


LILY RUBIN

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29TH day of JANUARY, 1997, by LILY RUBIN, who is either personally known to me or produced the identification described below and who did not take an oath.

(SEAL)



GENE A. MELTON
COMMISSION # 00 544719
EXPIRES APR 02, 2000
BONDED FIDELITY
ATLANTIC BONDING CO., INC.

My Commission Expires:

Print:

April 02, 2000

Aforesaid.

Commission No.: CC 544719

Personally Known
Type of Identification

C:/RUBIN.PA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.


LILY RUBIN

Dated:

Jan 31, 1997

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