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OFFICE USE ONLY

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

1. DELRAY BEACH HYPNOSIS CENTER, INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DELRAY BEACH HYPNOSIS CENTER, INC.

The undersigned, acting as incorporator of this corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is **DELRAY BEACH HYPNOSIS CENTER, INC.**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 100 E. Linton Blvd., Suite 124B, Delray Beach, FL 33483.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$10.00 par value per share.

The common shares shall be paid for in cash, or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this Corporation, unless otherwise prohibited by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance provided such shares are subject to calls thereon by the

Corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are R. Stephen Ottewell, 6100 Glades Road, Suite 204, Town Executive Center, Boca Raton, Florida 33434.

ARTICLE V. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation are Irvin Mordes, 431 Flanders I, Delray Beach, Florida 33484.

ARTICLE VI. DURATION.

The corporation shall have a perpetual existence.

ARTICLE VII. PURPOSE.

This corporation is organized for the following purposes: for any lawful business under the Florida law, including the selling and marketing of hypnosis services and to engage in any other business lawful under the laws of the United States and the State of Florida.

ARTICLE VIII. INFORMAL ACTION OF THE DIRECTORS.

If all of the directors consent in writing to any action taken or to be taken by the corporation, and evidence of their consent is filed with the secretary of the corporation, the

action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE IX. INFORMAL ACTION OF THE SHAREHOLDERS.

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote on such action at a meeting and filed with the secretary of the corporation as part of the corporation records.

ARTICLE X. BOARD OF DIRECTORS.

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment to the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the director(s) of this corporation are:

Mr. Irvin Mordes
431 Flanders I
Delray Beach, FL 33484

ARTICLE XI. OFFICERS.

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officer(s) as may be provided by the bylaws together with the duties and obligations thereof.

The name(s) and address(s) of the person(s) who are to serve until their successors

are elected and have qualified pursuant to the bylaws of the Corporation are as follows:

Irvin Mordes
431 Flanders I
Delray Beach, FL 33484

IN WITNESS WHEREOF, the undersigned (has)(have) executed these articles of incorporation on in the State of Florida this May 5, 1997.

Irvin Mordes, Pres.
Signature/Title

Irvin Mordes, Vice Pres, Sec., Treas.
Signature/Title

STATE OF FLORIDA)
 ss
COUNTY OF PALM BEACH)

Before me, the undersigned authority, personally appeared Irvin Mordes, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton in the said County and State this May 5, 1997.

Irvin Mordes is personally known to me / produced the following identification:

[Signature]
Notary Public

My Commission expires:

 JESSICA M. ORLOFF
COMMISSION # CC 532220
EXPIRES FEB 13, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Designation and Acceptance of Registered Agent

Pursuant to the provisions of FS § 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **DELRAY BEACH HYPNOSIS CENTER, INC.**
2. The name of the registered agent is **R. STEPHEN OTTEWELL, ESQUIRE.**
3. The address of the registered agent /registered office is:

6100 Glades Road, Suite 204, Town Executive Center, Boca Raton, Florida 33434.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered 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.



R. STEPHEN OTTEWELL, Resident Agent

Date: May 5, 1997

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TALLAHASSEE, FLORIDA