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REFERENCE : 478059 4307404

AUTHORIZATION :

COST LIMIT *Patriciaa Pruitt*

ORDER DATE : July 29, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 478059-015

CUSTOMER NO: 4307404

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CUSTOMER: Mimi K. Hah, Esq
EPSTEIN BECKER & GREEN, P.C.

250 Park Avenue
14th Floor
New York, NY 10177

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97 JUL 30 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: COMPLETE WELLNESS MEDICAL
CENTER OF JACKSONVILLE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
COMPLETE WELLNESS MEDICAL CENTER OF JACKSONVILLE, INC.**

To: Secretary of State
State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned, being a natural person of at least eighteen (18) years of age and acting as the incorporator of the corporation hereby being organized thereunder, certifies that:

FIRST: The name of the corporation is **Complete Wellness Medical Center of Jacksonville, Inc.** (hereinafter called the "Corporation").

SECOND: The street address of the initial principal office of the Corporation is: 6909 Beach Boulevard, Jacksonville, Florida 32216.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is two hundred (200) shares, all of which are without par value, and all of which are of the same class and are Common shares.

FOURTH: The address of the initial registered office of the Corporation within the State of Florida is: 1201 Hays Street, Tallahassee, Florida 32301. The name of the Corporation's initial registered agent at such registered agent is Corporation Service Company.

FIFTH: The name and the address of the incorporator are as follows:
Danielle F. Milano, M.D., 725 Independence Avenue, S.E., Washington, D.C. 20003.

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purpose for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which Corporations may be organized under the Florida Business Corporation Act. To have all of the general powers granted to Corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be

deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned, the Sole Incorporator of the above-named Corporation, has hereunto signed this Articles of Incorporation on this 25 day of July, 1997.

Danielle F. Milano MD
Danielle F. Milano, M.D., Sole Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept services of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

DATE: July 29, 1997

BY: Vicki Schreiber
Name:

VICKI SCHREIBER
ASSISTANT VICE PRESIDENT