

P97000074349  
STEWART, NALL, EVANS & HAFNER, P.A.

POST OFFICE BOX 3345  
VERO BEACH, FLORIDA 32984-3345

CYNTHIA L. CAMBRON  
RALPH L. EVANS  
TROY B. HAFNER\*  
ROBERT C. NALL  
WILLIAM J. STEWART\*  
\*BOARD CERTIFIED REAL ESTATE LAWYER  
\*MASTER OF LAWS-ESTATE PLANNING

3355 OCEAN DRIVE  
VERO BEACH, FLORIDA 32983  
TELEPHONE (888) 231-3500  
TELEFAX (888) 231-9878

August 14, 1997

Division of Corporations  
Secretary of State  
State of Florida  
409 East Gaines Street  
Tallahassee, FL 32399

300002270173--1  
-08/18/97--01130--009  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE PARK AT  
36th ST. 1500 36th ST.  
VERO BEACH  
FL  
32960

Re: Articles of Incorporation - Cardiovascular Wellness Institute, Inc.

Gentlemen:

Enclosed for filing with your office is the original Articles of Incorporation of Cardiovascular Wellness Institute, Inc. Also enclosed is Charles N. Celano, M.D.'s check in the amount of \$122.50 representing payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
Total	<u>\$ 122.50</u>

An extra copy of the Articles of Incorporation is enclosed for your use in providing a certified copy to the undersigned once the Articles have been filed.

Of course, if you should have any questions concerning the enclosed documents, please do not hesitate to give me a call.

Sincerely,

*William J. Stewart*

William J. Stewart

WJS/cw  
encls.

William Stewart  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Principle office  
8/27/97  
B5B

AUG 20

B5B

2557

W97-1926

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 AUG 27 - AM 11:13

FILED



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 20, 1997

STEWART, NALL, EVANS & HAFNER, P.A.  
P. O. BOX 3345  
VERO BEACH, FL 32964-3345

SUBJECT: CARDIOVASCULAR WELLNESS INSTITUTE, INC.  
Ref. Number: W97000019267

We have received your document for CARDIOVASCULAR WELLNESS INSTITUTE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 997A00042109

LAW OFFICES  
**STEWART, NALL, EVANS & HAFNER, P.A.**

POST OFFICE BOX 3345  
VERO BEACH, FLORIDA 32964-3345

CYNTHIA L. CAMBRON  
RALPH L. EVANS  
TROY B. HAFNER\*  
ROBERT C. NALL  
WILLIAM J. STEWART\*

\*BOARD CERTIFIED REAL ESTATE LAWYER  
\*MASTER OF LAWS-ESTATE PLANNING

3355 OCEAN DRIVE  
VERO BEACH, FLORIDA 32963  
TELEPHONE (881) 231-3500  
TELEFAX (881) 231-8876

August 25, 1997

Ms. Brenda Baker  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

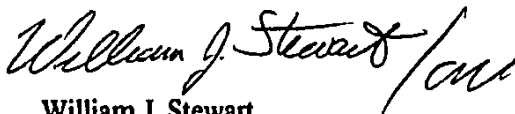
RE: Cardiovascular Wellness Institute, Inc.  
Ref. Number W97000019267

Dear Ms. Baker:

I received your letter dated August 20, 1997 in which you requested a written acceptance by registered agent.

Enclosed please find the original and once copy of the Articles of Incorporation and the Acceptance of Designation of Registered Agent.

Sincerely,



William J. Stewart  
WJS/cw

Signed in Mr. Stewart's  
absence to prevent a  
delay in mailing.

**ARTICLES OF INCORPORATION  
OF  
CARDIOVASCULAR WELLNESS INSTITUTE, INC.**

**FILED**  
97 AUG 27 AM 11:13  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the proposed corporation shall be: **CARDIOVASCULAR WELLNESS INSTITUTE, INC.**

**ARTICLE II**

The general nature of the business to be transacted by the corporation shall be to provide activities and therapies which promote cardiovascular wellness; to provide services ancillary to those activities and therapies and; and to buy, sell, own, lease, rent or sublease buildings, parts of buildings, homes, manufacturing plants, hotels, motels and other types of improved property; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, services and tangible or intangible personal property of every nature and description; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another, real estate of every nature and description; to construct buildings and otherwise improve real estate and dedicate streets and other thoroughfares therein; to employ such persons, firms or corporations as may be reasonably necessary to assist in the business of the corporation; and to otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the corporation and to give

guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, copartnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe Bylaws, rules and regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of ten thousand shares (10,000) of common stock having no par value per share and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such Bylaws as the corporation shall from time to time make, change or

alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the Company.

#### ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

#### ARTICLE V

The address of the principal office of the corporation is , and the mailing address is .  
Office Park At 36th Street 1500 36th St. Vero Beach, FL 32960

#### ARTICLE VI

The street address of the initial registered office of this corporation is 3607 15th Avenue, Vero Beach, Florida 32960, and the name of the initial registered agent of this corporation at that address is Charles N. Celano, M.D.

#### ARTICLE VII

This corporation shall have 1 (one) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than 1 (one).

The name and address of the initial director of this corporation :

<u>Name</u>	<u>Address</u>
Charles N. Celano, M.D.	3607 15th Avenue Vero Beach, Florida 32960

#### ARTICLE VIII

The name and street address of the subscriber of this certificate of Articles of Incorporation and the number of shares of stock which each agrees to take as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Charles N. Celano, M.D. 3607 15th Avenue Vero Beach, Florida 32960		500

#### ARTICLE IX

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's prorata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

#### ARTICLE X

In furtherance, and not in limitation, of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the Bylaws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the Bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or Bylaws of

this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its Bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

#### ARTICLE XI

In case of loss or destruction of a certificate of stock, no new certificates shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

#### ARTICLE XII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are stockholders in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation.



### ARTICLE XIII

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- (A) Any limitations or restraint upon the transferability, alienation or assignment of stock;
- (B) Any limitation or restraint upon the encumbrance or pledge of stock;
- (C) Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;
- (D) Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and,
- (E) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

### ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned, being the only subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, does hereby make, subscribe, acknowledge and file this certificate, declaring and certifying the facts herein stated are true and does hereby agree to

take the number of shares of stock hereinbefore set forth and stated, and accordingly has set hand and seal this 14<sup>th</sup> day of August, 1997.

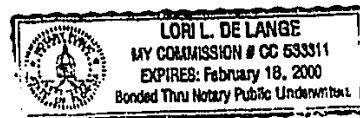
Charles N. Celano (SEAL)  
Charles N. Celano, M.D.

STATE OF FLORIDA  
COUNTY OF

BE IT REMEMBERED, that on this 14<sup>th</sup> day of August, 1997, personally appeared before me, a Notary Public of the State of Florida, Charles N. Celano, M.D., who has produced Fla. Drivers License as identification or who is personally known to me to be the sole party to the foregoing certificate of Articles of Incorporation, and who has taken an oath and acknowledged the said certificate to be act and deed, and that the facts therein stated are truly set forth for the purposes of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, on the day and year last above written.

Lori L. DeLange  
Notary Public.  
My commission expires:



**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned hereby accepts the designation of registered agent on behalf of Cardiovascular Wellness Institute, Inc., and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.

  
Charles N. Celano, M.D.

**FILED**  
97 AUG 27 AM 11:13  
STATE  
TALLAHASSEE, FLORIDA