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ALLEN & BILLINGTON, P.A.

Attorneys and Counselors at Law

2000 Hwy. A1A, Second Floor • Indian Harbour Beach, FL 32937 • Telephone: (407) 779-1211

September 10, 1997

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

500002290235--2
-09/11/97--01046--014
****122.50 ****122.50

RE: WELLTEK MEDICAL CENTERS OF FLORIDA, INC.

Dear Division,

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is our check for \$122.50. Please file the Articles, and send a certified copy of the Articles to:

Allen & Billington, P.A.
2000 Highway A1A Second Floor
Indian Harbour Beach, FL 32937

Thank you for your assistance in this matter.

Sincerely,

Allen & Billington, P.A.

By: 
Herbert L. Allen, Jr.
Attorney at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 11 AM 10:04

14/12/97

**ARTICLES OF INCORPORATION
OF
WELLTEK MEDICAL CENTERS OF FLORIDA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 11 AM 10:04

The undersigned subscriber(s) to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida.

**Article I
Name of Corporation**

The name of this corporation is:

WELLTEK MEDICAL CENTERS OF FLORIDA, INC.

**Article II
General Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**Article III
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$1.00 per share.

**Article IV
Address**

The initial street address of the principal office of this corporation in the State of Florida is:

**1655 GRANDVIEW WAY
MELBOURNE, FL 32935**

**Article V
Directors**

The business of this corporation shall be managed by the Board of Directors. There shall be one (1) director initially. The number of Directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of Directors be less than one (1).

The name and street address of each member of the first Board of Directors are:

RICHARD J. ALTIER
681 HIOAKS ROAD, SUITE C
RICHMOND, VA 23225

**Article VI
Subscribers**

The name and street address of each person signing the Articles of Incorporation as a subscriber are:

RICHARD J. ALTIER
681 HIOAKS ROAD, SUITE C
RICHMOND, VA 23225

**Article VII
Corporate Existence**

The date when corporate existence for this corporation shall begin upon the date of filing of these Articles of Incorporation, and the corporation shall have perpetual existence.

**Article VIII
Registered Agent**

The name and address of the initial registered agent is:

ANTHONY FEOLE
1655 GRANDVIEW WAY
MELBOURNE, FL 32935

Article IX
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 5th day of September, 1997.


RICHARD J. ALTIER

State of Virginia

City
County of Richmond

The foregoing instrument was acknowledged before me this 5th day of September, 1997, by RICHARD J. ALTIER, who produced the following identification: Drivers License.



Notary Public
Commission No:
Commission Expires: 11/30/99

CERTIFICATE OF DESIGNATION

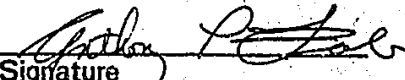
REGISTERED AGENT/REGISTERED OFFICE

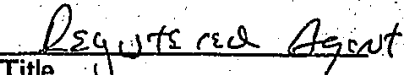
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 11 AM 10:04

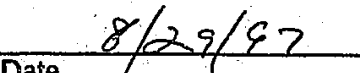
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating its registered agent and registered office, in the state of Florida.

1. The name of the corporation is WELLTEK MEDICAL CENTERS OF FLORIDA, INC.
2. The name and address of the registered agent and office is:


ANTHONY FEOLE
1655 GRANDVIEW WAY
MELBOURNE, FL 32935


Signature


Title


Date

Having been named as registered agent to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.


Signature


Date