

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P97000081326

Laurence S. Callum
P.A.

DELLA _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A. ACCEPTANCE & SIGN.
DATE 9-19-97
DOC. EXAM 9N

J. Medeau SEP 19 1997

Signature

Requested by: DR

Name

Date

Time

Walk-In

Will Pick Up

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FILED
97 SEP 19 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP 19 AM 9:13
DIVISION OF CORPORATION

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

ARTICLES OF INCORPORATION
OF
LAURENCE S. CALLUM, P.A.

FILED
97 SEP 19 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice acupuncture under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Laurence S. Callum, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation are 3612 Carrollwood Place Circle, #307, Tampa, Florida 33624.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in the practice of acupuncture therapy and related health care services, under the provisions of Chapter 457, Fla. Stat. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice acupuncture in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 3612 Carrollwood Place Circle, #307, Tampa, Florida 33624. The name of the initial registered agent at that address is Laurence S. Callum.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

<u>Name</u>	<u>Address</u>
LAURENCE S. CALLUM	3612 Carrollwood Place Circle #307 Tampa, Florida 33624

ARTICLE VIII. SUBSCRIBER(S)

The name and address of the person signing these articles of incorporation as subscriber is: Laurence S. Callum, 3612 Carrollwood Place Circle, #307, Tampa, Florida 33624.

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

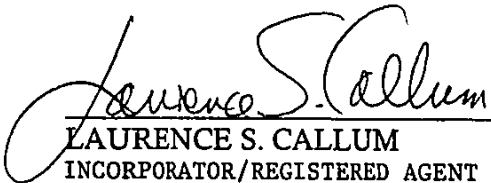
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice acupuncture in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's share of stock shall immediately become subject to purchase by the professional service corporation

in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

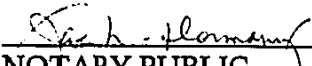
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on September 12, 1997.


LAURENCE S. CALLUM
INCORPORATOR/REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing articles of incorporation were acknowledged before me on September 12, 1997, by LAURENCE S. CALLUM, who is/are personally known to me or who produced _____ as identification.


NOTARY PUBLIC
My Commission Expires:

*By signing above, I hereby accept the duties and responsibilities as registered agent of this corporation.



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