

P97000102326

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000020013 3))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: TOTAL CARE HEALTH AND WELLMESS CENTERS, INC.
AUDIT NUMBER.....H97000020013
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 7
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:09:51

FILED
97 DEC -4 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000020013

⑦

ARTICLES OF INCORPORATION

OF

TOTAL CARE HEALTH AND WELLNESS CENTERS, INC.

I.

The name of the corporation is:

TOTAL CARE HEALTH AND WELLNESS CENTERS, INC.

II.

The term for which this corporation shall exist shall be perpetual.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

Chiropractor

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

To buy, lease, build, erect, equip, operate, maintain, repair and sell homes, apartment houses, residence buildings, office buildings and stores of all kinds and nature or any portion thereof.

To purchase, acquire, hold, sell, assign and transfer, mortgage, pledge and otherwise dispose of the shares of stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right to vote thereof, and to issue in exchange thereof its own stock, bonds and other obligations.

To own, lease, rent, operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newsstands,

This instrument prepared by:

Keith J. Schaefer, P.A.
1450 Madruga Ave., Suite 406
Coral Gables, Fl. 33146

Fl. Bar No. 771864 (305) 665-7746

1.

H97000020013

97 DEC -4 PM 2:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000020013

dance halls, theaters and other places of public entertainment.

To own, lease, use experiment in buy, sell and develop patents and patent rights of all kinds and for items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale disposition and traffic in same, both as principal and as agent.

To buy, sell trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesalers, retailers, importers and exporters, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

That of engaging in and carrying on the general contracting, construction, repair and maintenance business; the building and erection for itself or for others of any and all structures of any kind and character or any portion of any structure; the manufacturing of any and all products for use in building and construction of every kind and character; and to engage in and carry on any or either of the businesses, and have, exercise and enjoy the powers and privileges granted to corporations for profit by Chapter 606, Florida Statutes 1975, as amended.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, of the attainment of any of the objects or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do so every other act or acts, thing or things, firms or individuals, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the law under which this corporation is organized.

III.

The corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shares shall be designated "COMMON STOCK".

H97000020013

H97000020013

IV.

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

V.

The street address of the initial registered office and principal place of business of this corporation is:

4841 Volunteer Road
Davie, Florida 33330

and the name of the initial registered agent of this corporation at that address is:

Cynthia Chiefa

VI.

This corporation shall have as directors initially those persons who are designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1) nor more than Five (5). The name(s) and address(es) of the initial director(s) of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
David R. Chiefa	4841 Volunteer Road Davie, Fl. 33330

VII.

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

3.

H97000020013

H97000020013

PRESIDENT:
SECRETARY:

DAVID R. CHIEFA
DAVID R. CHIEFA

VIII.

The name and address of the incorporator(s) signing these Articles is:

<u>Name</u>	<u>ADDRESS</u>
DAVID R. CHIEFA	4841 Volunteer Road Davie, Fl. 33330

IX.

If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors Thirty (30) days in which to place it with the stockholders. At the expiration of Thirty (30) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomever will purchase for the same sum and prices for which it was offered to the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 1st day of December, 1997.


DAVID R. CHIEFA
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The forgoing instrument was acknowledge before me this 1st Dec 1997

4. H97000020013

H97000020013

day of Dec, 1997 by DAVID R. CHIEFA who is personally known to me or who has produced a Florida Drivers License as identification and who did take an oath.

SWORN TO AND SUBSCRIBED, before me this 1 day of Dec, 1997.

Nancy Joulette
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

Nancy J. Ouellette
Print Name of Notary

OFFICIAL NOTARY SEAL
NANCY JOUELLETTE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC403663
MY COMMISSION EXP. SEPT 12, 1998

s. H97000020013

H97000020013

FILED
97 DEC -4 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - TOTAL CARE HEALTH AND WELLNESS CENTERS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF DAVIE,
STATE OF FLORIDA, HAS NAMED CYNTHIA CHEIFA, 4841 VOLUNTEER ROAD,
DAVIE, FLORIDA 33330 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.


DAVID R. CHEIFA CHEIFA

TITLE: PRESIDENT

DATE: 12-1-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


CYNTHIA CHEIFA CHEIFA
REGISTERED AGENT

DATE: 12-3-97

H97000020013