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THOMAS MONTGOMERY LAW OFFICE

1 S.E. AVENUE "E"  
P.O. BOX 1510  
BELLE GLADE, FLORIDA 33430-6510

THOMAS MONTGOMERY  
ATTORNEY AT LAW

PHONE 561-996-6317  
FAX 561-992-8274

December 5, 1997

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

800002366988--2  
-12/09/97-01067-014  
\*\*\*\*122.00 \*\*\*\*122.00

RE: Active Women's Health Choice, Inc.

Dear Sir:

Find the attached Articles of Incorporation.

Please file the same and provide the Charter to my office.

Sincerely,



Thomas Montgomery, Esquire

TM:gp

Attachment

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 AM 11:09

12-10-97  
WS

**ARTICLES OF INCORPORATION**  
**OF**  
**ACTIVE WOMEN'S HEALTH CHOICE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned subscribers to these Articles of Incorporation desire to establish a Professional Corporation pursuant to Chapter 621, Florida Statutes.

**ARTICLE I. NAME**

The name of this corporation is

**ACTIVE WOMEN'S HEALTH CHOICE, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The nature of the business to be transacted by this corporation is the practice of medicine and the rendering of medical services to the public. To purchase or otherwise acquire, own, mortgage, pledge, sell or otherwise dispose of and invest in real and personal property necessary for the rendering of medical services. To contract debts, borrow money, and execute such mortgages or other instruments to secure the payment of corporate indebtedness as required. To consolidate or merge with or purchase the assets of another domestic professional corporation rendering the same professional services.

**ARTICLE III. CAPITAL STOCK**

This corporation is authorized to issue two hundred fifty (250) shares of TEN DOLLARS (\$10.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE IV. PRE-EMPTIVE RIGHTS**

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/she already hold, shall have the right

to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE V. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is TWENTY FIVE HUNDRED (\$2,500.00) DOLLARS.

#### **ARTICLE VI. TERM OF EXISTENCE**

This corporation shall exist perpetually.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT**

The street address of the initial registered office of this corporation is 1401 South Main Street, Belle Glade, Florida 33430, and the name of the initial registered agent of this corporation at that address is EDNA M. GARCIA.

#### **ARTICLE VIII. DIRECTORS**

This corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE IX. INITIAL DIRECTORS**

The name and post office address of the members of the first Board of Directors is:

EDNA M. GARCIA	1401 South Main Street Belle Glade, FL 33430
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#### **ARTICLE X. SUBSCRIBERS**

The names and post office addresses of the subscribes to these Articles of Incorporation, the number of shares they agree to take and the value of the consideration therefor are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>SHARES</u></b>	<b><u>CONSIDERATION</u></b>
EDNA M. GARCIA	1401 S. Main Street Belle Glade, FL 33430	250	\$2,500.00

**ARTICLE XI. LIMITATION ON ISSUANCE OF STOCK AND  
TRANSFER OF VOTING RIGHTS**

No share or shares of the capital stock of this corporation shall be issued or held by anyone other than an individual who is duly licensed or otherwise legally authorized to render medical services within the State of Florida. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any of their shares of the capital stock of this corporation.

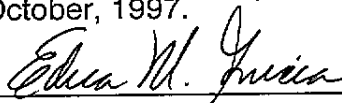
**ARTICLE XII. RESTRAINT ON ALIENATION OF SHARES**

No stockholder of this corporation may sell or transfer or otherwise dispose of any shares of stock of this corporation except to the corporation or to another individual who is eligible to be a stockholder of this corporation.

**ARTICLE XIII. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**IN WITNESS WHEREOF**, the undersigned subscribers have executed these Articles of Incorporation this \_\_\_\_\_ day of October, 1997.

  
\_\_\_\_\_  
EDNA M. GARCIA

STATE OF FLORIDA

COUNTY OF PALM BEACH

I **HEREBY CERTIFY** that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared EDNA M. GARCIA, to be known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation and who took an oath and presented a Drivers License and identification.

**WITNESS** my hand and official seal in the County and State aforesaid this \_\_\_\_\_ day of October, 1997.

\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida

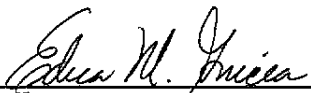
My Commission Expires:

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

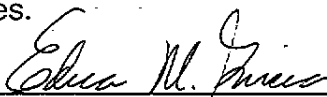
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In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That **ACTIVE WOMEN'S HEALTH CHOICE, INC.**,  
desiring to organize or qualify under the laws of the State of Florida, with its principal  
place of business in the City of Belle Glade, State of Florida, has named EDNA M.  
GARCIA located at 1401 South Main Street, Belle Glade, Florida 33430, as its agent to  
accept service of process within Florida.

  
\_\_\_\_\_  
EDNA M. GARCIA

Having been named to accept service of process for the above-stated  
professional 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.

  
\_\_\_\_\_  
EDNA M. GARCIA  
Registered Agent

**DATED:** October \_\_\_\_\_, 1997.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS