

CONTACT:

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UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

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TALLAHASSEE FL 32301

(City, State, Zip)

(974) 689-6000

(Phone #)

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*700002378937*

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Men's Medical Centers of China  
(Corporation Name) (Document #)

2 \_\_\_\_\_  
(Corporation Name) (Document #)

3 \_\_\_\_\_  
(Corporation Name) (Document #)

4 \_\_\_\_\_  
(Corporation Name) (Document #)

**RUSH**

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- FICTITIOUS NAME SEARCH
- CORP SEARCH

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR PICKUP BY UCC SERVICES**

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
MEN'S MEDICAL CENTERS OF CHINA, INC.

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ARTICLE I.  
NAME

The name of this corporation is MEN'S MEDICAL CENTERS OF CHINA, INC.

ARTICLE II.  
PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 150 Second Avenue North, Suite 920, St. Petersburg, Florida 33701.

ARTICLE III.  
DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE IV.  
PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.  
CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.  
REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are JOHN D'ANGELO, 150 Second Avenue North, Suite 920, St. Petersburg, Florida 33701. The Registered Agent, by execution of these Articles of Incorporation as incorporator, accepts the appointment

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as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

**ARTICLE VII.**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial directors are as follows:

JOHN D'ANGELO  
150 Second Avenue North  
Suite 920  
St. Petersburg, FL 33701

JOHN SULICK  
2510 Wood Summit Way  
Lancaster, PA 17601

JIADA MO  
1586 Nesting Dove Cove  
Cordova, TN 38018

WALTER HARBER  
111 Ridgemount Road  
Johnson City, TN 37601

**ARTICLE VIII.**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE IX.**  
**BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE X.**  
**INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.


**ARTICLE XI.**  
**PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE XII.**  
**CUMULATIVE VOTING**

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 19th day of December, 1997.

  
JOHN D'ANGELO  
SECRETARY OF ASSOCIATE  
TALLAHASSEE, FLORIDA  
INCORPORATOR

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