

P98000010550

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Tai Institute of ORIENTAL MEDICINE

Enclosed please find an original and two copies of the articles of incorporation for the above named corporation and check in the amount of \$ 70.00.

700002417447--9
-01/30/98--01069--012
*****70.00 *****70.00

FROM:

John E. Kennedy
NAME

108 E. BROADWAY
ADDRESS

Oviedo Florida 32765
CITY, STATE, & ZIP

(407) 366-8615
TELEPHONE NUMBER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 30 AM 10:26

FILED

John Kennedy GAVE
AUTHORIZATION BY PHONE TO
CORRECT old inc. to corp name in heading
DATE 2-3-98
DOC. EXAM DD

B. BROCK FEB 03 1998

**ARTICLES OF INCORPORATION
OF**

EFFECTIVE DATE
2-1-98

T'AI INSTITUTE OF ORIENTAL MEDICINE, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this corporation shall be T'AI INSTITUTE OF ORIENTAL MEDICINE, INC., and shall be referred to herein as the "Corporation."

98 JAN 30 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on February 1, 1998, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSE AND GENERAL POWERS

1. The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

a. To have a corporate seal, which may be altered at pleasure, and to use such seal by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated, including dealing as a real estate broker.

c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

d. To lend money to, and use its credit to assist, its officers and employees.

e. To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect to the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters, patent, concessions, licenses, inventions, rights or privileges as aforesaid.

f. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, any otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

g. To aid in any other corporation, stock company, association, trust, trustee, government or governmental entity or other person or entity whatsoever, whose stock, bonds or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property or any kind of character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

h. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Boards of Directors may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

i. To enter into, make, receive assignments of, grant assignments of and perform contracts of every nature and kind for any lawful purpose.

j. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

k. To conduct its business to include the preparation and sale of food, carry on its operations and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

l. To elect or appoint officers and agents and define their duties and fix their respective compensation.

m. To make and alter bylaws, not inconsistent with those Articles of Incorporation or with the Laws of the State of Florida, for the administration and regulation of its affairs.

n. To promote, by all proper and legitimate agencies and means, education and education institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

o. To dedicate to the public or to any governmental entity or other entity whatsoever for the public or other purpose any of its real or personal property or any interest therein.

p. To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

q. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, retirement plans, compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries, if any.

r. To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprises.

s. To have and exercise all powers necessary or convenient to effect its general purpose.

2. The primary purpose of this Corporation shall be the transaction of any and all lawful business as a School governed by the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value. The capital stock authorized the par value thereof and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

2. **Voting Rights.** The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors.

3. **No Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other shares of such stock at the same price at which it is offered to others or any other price.

4. **Option To Purchase Outstanding Shares.** The Corporate Treasury shall have the first option to purchase any and all of the existing distributed shares at such time that any shareholder options to sell any or all of the shares currently held by that shareholder. Existing shareholders shall have second option to purchase any and all of the existing distributed share, on a pro rata basis to existing shares currently held by each shareholder, at such time that any shareholder options to sell any or all of the shares currently held by that shareholder.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial principal office of this Corporation shall be located at 108 East Broadway Street, Oviedo, Florida 32765. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have five directors initially. The number of directors may be either increased or diminished from time to time as provided in the Corporation's bylaws. The name and address of the initial directors of this Corporation are:

John E. Kennedy
1034 Pebble Beach Circle West
Winter Springs, Florida 32708

Sheryl V. Kennedy
1034 Pebble Beach Circle West
Winter Springs, Florida 32708

Jeffery Vaughan
P.O. Box 620386
Oviedo, Florida 32762-0386

Jere Proctor
556 Whipporwill Lane
Oviedo, Florida 32765

David W. Epley
P.O. Box 86971
Tucson, Arizona 85754-6971

Directors may be removed with or without cause.

ARTICLE VII
INCORPORATION

The name and address of the person signing these Articles as incorporator is:

John E. Kennedy
1034 Pebble Beach Circle West
Winter Springs, Florida 32708

ARTICLE VIII
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X
LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XI

AMENDMENT

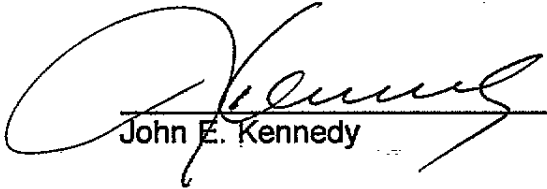
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

HEADINGS AND CAPTIONS

The headings and captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of the said headings or captions.

In witness whereof, the undersigned, being the incorporator herein before named, for the purpose of forming a corporation under and pursuant to the laws of the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this first day of February, 1998.



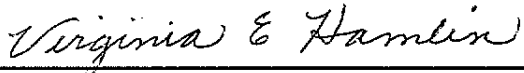
John E. Kennedy

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared John E. Kennedy, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed same for the purposes therein set forth.

WITNESSETH, my official hand and seal in the county and state last aforesaid this first day of February, 1998.



NOTARY PUBLIC

VIRGINIA E. HAMLIN
Notary Public, State of Florida
My comm. expires Jan. 25, 2001
Comm. No. CC803490

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE PROCESS WITHIN FLORIDA
AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statutes, the following is submitted:

T'ai Institute of Oriental Medicine, Inc., desiring to organize as a corporation under the laws of the State of Florida has designated John E. Kennedy, 108 East Broadway Street, Oviedo, Florida 32765, as its Registered Agent to accept service of process within the State of Florida.

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

Dated this first day of February, 1998.



**John E. Kennedy
Registered Agent**

STATE OF FLORIDA
COUNTY OF Seminole

Before me personally appeared John E. Kennedy to
me well known and known to me to be the person described in and
who executed the foregoing instrument, and acknowledged to and
before me that HE executed
said instrument for the purposes therein expressed.

Virginia E. Hamlin

**VIRGINIA E. HAMLIN
Notary Public, State of Florida
My comm. expires Jan. 25, 2001
Comm. No. CC603490**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 30 AM 10:26

FILED