



P98000056647

Jack Locklin, Jr.
Board Certified
Real Estate Attorney

Angela J. Jones

June 17, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32314

200002569202--9
-06/23/98--01048--004
****122.50 ****122.50

RE: CLINICAL HEALTH & FITNESS, INC.

Dear Sir:

Enclosed is an original and one executed copy of the Articles of Incorporation of CLINICAL HEALTH & FITNESS, INC. and an original and one copy of an executed Certificate Designating the Resident Agent. Check in the amount of \$122.50 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	52.50
Total	\$122.50

Please file the original and certify and return the copy of the enclosed Articles of Incorporation.

Yours very truly,

LOCKLIN & JONES, P.A.

Jack Locklin
Jack Locklin, Jr.

JL:jl
Enclosures

APPROVED
AND
FILED
98 JUN 23 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CLINICAL HEALTH & FITNESS, P.A.

ARTICLE I

The name of this corporation is: CLINICAL HEALTH & FITNESS, INC.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The purpose of this corporation is to render functional capacity evaluation to patients and to render permanent impairment evaluation to patients and any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - PRE EMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5055 Serry Lane, Pace, Florida 32571, and the name of the initial registered agent of this corporation at that address

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TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

is Kevin T. Kear. The principal office is the same as the registered office.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Kevin T. Kear	5055 Serry Lane Pace, FL 32571

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Kevin T. Kear, 5055, Pace, Florida 32571.

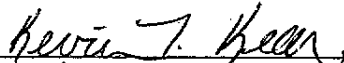
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 17 day of June, 1998.


Kevin T. Kear

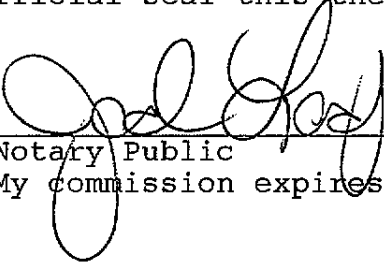
STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared Kevin T. Kear to me well known and known to me to be the individual described in or who presented _____ as identification, and who executed the foregoing Articles of Incorporation of Clinical Health & Fitness, Inc. and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 17 day of June, 1998.

NOTARY PUBLIC - STATE OF FLORIDA
JACK LOCKLIN, JR
COMMISSION # CC002552
EXPIRES 12/28/2001
BONDED THRU ASA 1-888-NOTARY1



Notary Public
My commission expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

CLINICAL HEALTH & FITNESS, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Milton, Santa Rosa County, Florida, has named KEVIN T. KEAR, 5055 Serry Lane, Pace, Florida 32571, as agent to accept service of process within the state.

Dated this the 17 day of June, 1998.

CLINICAL HEALTH & FITNESS, INC.

BY: Kevin T. Kear

Kevin T. Kear

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

Kevin T. Kear

Kevin T. Kear

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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