

P98000074465

LAW OFFICES OF
GOULD, COOKSEY, FENNEL,
O'NEILL, MARINE & CARTER, P.A.

John R. Gould (1921-1988)
Byron T. Cooksey
Darrell Fennell
Eugene J. O'Neill*

979 Beachland Boulevard
Vero Beach, Florida 32963

Telephone (561) 231-1100

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Christopher H. Marine
David M. Carter
Todd W. Fennell
Susan L. Chenault
Elsbeth T. Peshel**

* Fla. Board Certified
Civil Trial Lawyer

** Admitted in New York
and Nevada only

July 26, 1999

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700002946317-4
-07/30/99-01087-001
*****35.00 *****35.00

Re: TOTAL HEALTH CLINIC MANAGEMENT, INC.
TOTAL HEALTH PHYSICAL MEDICINE, P.A.

To whom it may concern:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of Total Health Clinic Management, Inc. for filing, together with this firm's check in the amount of \$35.00 for filing fees. After filing, please return one certified copy of same to our office.

Also enclosed please find the original and one copy of the Articles of Merger of Total Health Clinic, P.A. into Total Health Physical Medicine, P.A., together with a copy of your Letter Number 799A00035100 dated July 6, 1999 for reference. After the Articles of Amendment have been filed as per above, please re-submit the Articles of Merger of Total Health Clinic Management, P.A. into Total Health Physical Medicine, P.A., and return one certified copy of same to our office. You are in possession of our firm's check in the amount of \$122.50 to cover the cost of the filing fee of \$70.00 and the certified copy fee of \$52.50.

Your attention to this matter is greatly appreciated.

Very truly yours,

Todd W. Fennell
Todd W. Fennell

TWF/lk
Enclosures

Amend. & N/C

V. SHEPARD AUG 5 1999

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TOTAL HEALTH CLINIC MANAGEMENT, INC.

FILED
99 JUL 30 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, TOTAL HEALTH CLINIC MANAGEMENT, INC. was incorporated in compliance with the requirements of Florida Statute Chapter 607 on August 28, 1998; and

WHEREAS, the sole Stockholder of TOTAL HEALTH CLINIC MANAGEMENT, INC. is an individual duly licensed to practice medicine under the laws of the state of Florida; and

WHEREAS, TOTAL HEALTH CLINIC MANAGEMENT, INC. was formed and is currently engaged in the practice of medicine; and

WHEREAS, the sole Stockholder of TOTAL HEALTH CLINIC MANAGEMENT, INC. desires to merge TOTAL HEALTH CLINIC MANAGEMENT, INC. into TOTAL HEALTH PHYSICAL MEDICINE, P.A., with the surviving corporation, TOTAL HEALTH PHYSICAL MEDICINE, P.A. to engage in the practice of medicine.

NOW THEREFORE, the undersigned subscriber desires to amend these Articles of Incorporation of TOTAL HEALTH CLINIC MANAGEMENT, INC. to reflect a corporation formed under the Professional Service Corporation and Limited Liability Company Act, Florida Statute Chapter 621, and make a complete amendment to the Articles of Incorporation as follows:

1. The Amendment to the existing Articles of Incorporation of the Corporation being effected hereby is that resulting from deleting Articles I through VIII of the Articles of Incorporation of the Corporation as of the date hereof and substituting in its place the Articles I through VIII set forth below:

2. This Amendment to the Articles of Incorporation of the Corporation was approved by unanimous written consent of the sole Stockholder and the sole Director of the Corporation,

adopted on the 16 day of July, 1999.

3. These Articles of Amendment of the Articles of Incorporation for the Corporation shall be effective immediately upon filing by the Secretary of State of the state of Florida all required taxes and fees having been paid, and thereafter, the name of the Corporation shall be TOTAL HEALTH CLINIC MANAGEMENT, P.A. and Articles I through VIII of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE I. NAME

The name of the professional service corporation is TOTAL HEALTH CLINIC MANAGEMENT, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is:

1974-14th Ave.
Vero Beach, FL 32960

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date the original Articles of Incorporation were filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the ~~initial~~ registered office of this professional service corporation is 2175 47th Terrace, Vero Beach, Florida 32966. The name of the initial registered agent at that address is Christopher Stepanek.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors are:

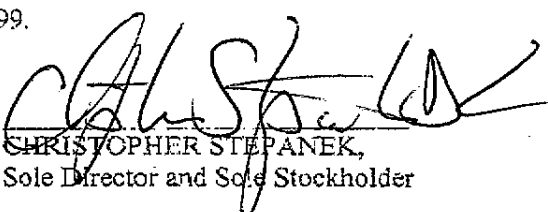
Name	Address
Christopher Stepanek	2175 47th Terrace Vero Beach, FL 32966

ARTICLE VIII. SUBSCRIBER(S)

The name and address of the person signing these amended Articles of Incorporation as subscriber are:

Name	Address
Christopher Stepanek	2175 47th Terrace Vero Beach, FL 32966

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation of
TOTAL HEALTH CLINIC MANAGEMENT, INC. has been duly executed by the Director and
Stockholder of the said corporation this 16 day of July, 1999.

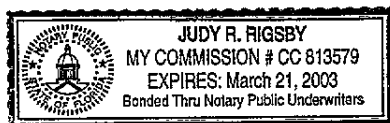

CHRISTOPHER STEPANEK,
Sole Director and Sole Stockholder

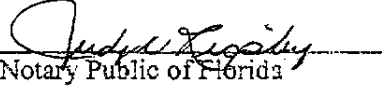
STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and
County aforesaid to take acknowledgments, personally appeared Christopher Stepanek, personally
known to me and well known to me to be the Sole Director and Sole Stockholder of Total Health
Clinic Management, P.A., a Florida corporation, and that he acknowledged executing the foregoing
instrument freely and voluntarily under authority duly vested in him by said corporation and that the
seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 20 day of
July, 1999.




Notary Public of Florida
Commission No.
Expiration Date:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TOTAL HEALTH CLINIC
MANAGEMENT, P.A., at the place designated in the Amended Articles of Incorporation, the
undersigned is familiar with and accepts the obligations of that position pursuant to F.S.
607.0501(3).


CHRISTOPHER STEPANEK

**WRITTEN ACTION OF THE BOARD OF DIRECTORS
AND STOCKHOLDER
OF
TOTAL HEALTH CLINIC MANAGEMENT, INC.**

The undersigned, being the Directors and sole Stockholder of Total Health Clinic Management, Inc. (the Corporation), hereby adopts the following Resolution:

Amendment to Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Corporation are amended in their entirety and the Board of Directors and sole Stockholder of the Corporation hereby approve and adopt the Articles, as amended.


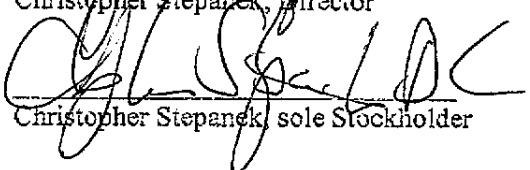
Christopher Stepanek - President
Christopher Stepanek- sole Stockholder

Date

7/20/99

Date

7/20/99


Christopher Stepanek, Director
Christopher Stepanek, sole Stockholder

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Very truly yours,

Todd W. Fennell
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WHEREAS, TOTAL HEALTH CLINIC MANAGEMENT, INC. was formed and is currently engaged in the practice of medicine; and

WHEREAS, the sole Stockholder of TOTAL HEALTH CLINIC MANAGEMENT, INC. desires to merge TOTAL HEALTH CLINIC MANAGEMENT, INC. into TOTAL HEALTH PHYSICAL MEDICINE, P.A., with the surviving corporation, TOTAL HEALTH PHYSICAL MEDICINE, P.A. to engage in the practice of medicine.

NOW THEREFORE, the undersigned subscriber desires to amend these Articles of Incorporation of TOTAL HEALTH CLINIC MANAGEMENT, INC. to reflect a corporation formed under the Professional Service Corporation and Limited Liability Company Act, Florida Statute Chapter 621, and make a complete amendment to the Articles of Incorporation as follows:

1. The Amendment to the existing Articles of Incorporation of the Corporation being effected hereby is that resulting from deleting Articles I through VIII of the Articles of Incorporation as of the date hereof and substituting in its place the Articles I through VIII set forth below:

2. This Amendment to the Articles of Incorporation of the Corporation was approved by unanimous written consent of the sole Stockholder and the sole Director of the Corporation,

adopted on the 16 day of July, 1999.

3. These Articles of Amendment of the Articles of Incorporation for the Corporation shall be effective immediately upon filing by the Secretary of State of the state of Florida all required taxes and fees having been paid, and thereafter, the name of the Corporation shall be TOTAL HEALTH CLINIC MANAGEMENT, P.A. and Articles I through VIII of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE I. NAME

The name of the professional service corporation is TOTAL HEALTH CLINIC MANAGEMENT, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is:

1974- 14th Ave.
Vero Beach, FL 32960

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date the original Articles of Incorporation were filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the ~~initial~~ registered office of this professional service corporation is 2175 47th Terrace, Vero Beach, Florida 32966. The name of the initial registered agent at that address is Christopher Stepanek.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors are:

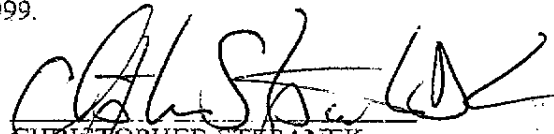
Name	Address
Christopher Stepanek	2175 47th Terrace Vero Beach, FL 32966

ARTICLE VIII. SUBSCRIBER(S)

The name and address of the person signing these amended Articles of Incorporation as subscriber are:

Name	Address
Christopher Stepanek	2175 47th Terrace Vero Beach, FL 32966

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation of
TOTAL HEALTH CLINIC MANAGEMENT, INC. has been duly executed by the Director and
Stockholder of the said corporation this 16 day of July, 1999.


CHRISTOPHER STEPANEK,
Sole Director and Sole Stockholder

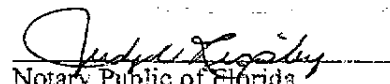
STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and
County aforesaid to take acknowledgments, personally appeared Christopher Stepanek, personally
known to me and well known to me to be the Sole Director and Sole Stockholder of Total Health
Clinic Management, P.A., a Florida corporation, and that he acknowledged executing the foregoing
instrument freely and voluntarily under authority duly vested in him by said corporation and that the
seal affixed thereto is the true corporate seal of said corporation.

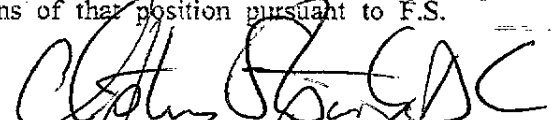
Witness my hand and official seal in the County and State last aforesaid this 20 day of
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Notary Public of Florida
Commission No. _____
Expiration Date: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TOTAL HEALTH CLINIC
MANAGEMENT, P.A., at the place designated in the Amended Articles of Incorporation, the
undersigned is familiar with and accepts the obligations of that position pursuant to F.S.
607.0501(3).


CHRISTOPHER STEPANEK

**WRITTEN ACTION OF THE BOARD OF DIRECTORS
AND STOCKHOLDER
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TOTAL HEALTH CLINIC MANAGEMENT, INC.**

The undersigned, being the Directors and sole Stockholder of Total Health Clinic Management, Inc. (the Corporation), hereby adopts the following Resolution:

Amendment to Articles of Incorporation


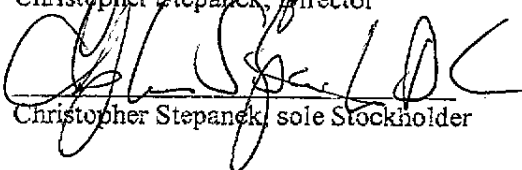
RESOLVED, that the Articles of Incorporation of the Corporation are amended in their entirety and the Board of Directors and sole Stockholder of the Corporation hereby approve and adopt the Articles, as amended.

Christopher Stepanek - President
Christopher Stepanek- sole Stockholder

Date

7/20/99

Date

7/20/99
Christopher Stepanek, Director
Christopher Stepanek, sole Stockholder

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Name	Address
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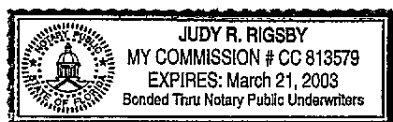

CHRISTOPHER STEPANEK,
Sole Director and Sole Stockholder

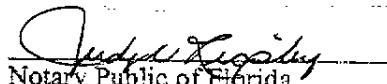
STATE OF FLORIDA

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I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and
County aforesaid to take acknowledgments, personally appeared Christopher Stepanek, personally
known to me and well known to me to be the Sole Director and Sole Stockholder of Total Health
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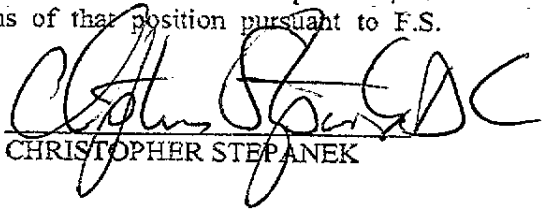
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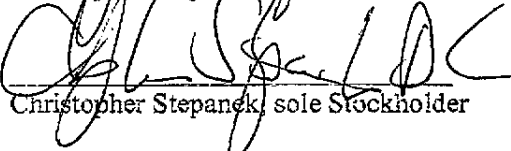
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Christopher Stepanek - President
Christopher Stepanek- sole Stockholder

Date 7/20/99

Date 7/20/99


Christopher Stepanek, Director


Christopher Stepanek, sole Stockholder