

P98000092350  
LAW OFFICES

RICHARD I. GILBERT, P.A.

7025 BERACASA WAY • SUITE 208

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FILED

98 OCT 29 AM 10:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 26, 1998

Office of the Secretary of State  
STATE OF FLORIDA  
Division of Corporations  
Post Office Box #6327  
Tallahassee, Florida 32314

000002675690-18  
-10/29/98-01065-004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: GIRARD INSTITUTE FOR ANTI-AGING, INC.  
Articles of Incorporation  
Our File Number: 650-012

EFFECTIVE DATE

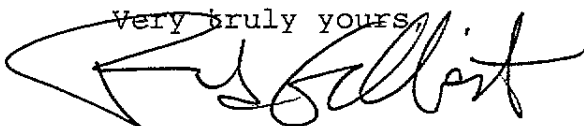
10-26-98

Dear Sir or Madam:

Enclosed please find one (1) original and one (1) copy of the executed Articles of Incorporation for the above-referenced Corporation ("Articles"), as well my check in the amount of SEVENTY DOLLARS AND NO/CENTS (\$70.00) to cover the filing costs therefor. Please file the Articles and return a time-stamped copy of same to the undersigned in the self-addressed, stamped envelope provided for your convenience.

Should you have any questions or comments in connection with the foregoing, please do not hesitate to contact me.

Very truly yours,



RICHARD I. GILBERT

RIG:egs

Enclosures

P. Hall

OCT 30 1998

(7)

ARTICLES OF INCORPORATION

OF

GIRARD INSTITUTE FOR ANTI-AGING, INC.

The undersigned, being of legal age, does hereby form a corporation under the laws of the State of Florida, authorizing the formation of corporations.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I

NAME

The name of this corporation shall be GIRARD INSTITUTE FOR ANTI-AGING, INC. ("Corporation").

ARTICLE II

GENERAL NATURE OF BUSINESS

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of the Corporation shall be ONE THOUSAND (1,000) shares at ONE DOLLAR AND NO/CENTS (\$1.00) par value.

ARTICLE IV

CORPORATE EXISTENCE

Corporate existence shall commence at the time of subscription and acknowledgment of these Articles, except that, in the event these Articles are not filed with the Department of State

of the State of Florida within five (5) days (exclusive of legal holidays) after subscription and acknowledgment hereof, corporate existence shall commence when these Articles are filed with the Department of State. The Corporation shall exist perpetually, unless sooner dissolved according to law.

#### **ARTICLE V**

##### **REGISTERED OFFICE AND AGENT**

The street address of the office of the initial registered agent of the Corporation is:

7025 Beracasa Way, Suite #101  
Boca Raton, Florida 33433

and the name of the registered agent of the Corporation at said address is:

JOHN P. GIRARD, M.D.

#### **ARTICLE VI**

##### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be:

7025 Beracasa Way, Suite #101  
Boca Raton, Florida 33433

The Corporation shall have branch offices at other places within or without the State of Florida.

#### **ARTICLE VII**

##### **NUMBER OF DIRECTORS**

The number of Directors of this Corporation shall be not less than one (1) nor more than nine (9).

## ARTICLE VIII

### DIRECTORS

The name and street address of each member of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
John P. Girard, M.D.	7025 Beracasa Way, Suite #101 Boca Raton, Florida 33433

## ARTICLE IX

### SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber, and the number of shares of stock subscribed are:

NAME	ADDRESS	NUMBER OF SHARES
John P. Girard, M.D.	7025 Beracasa Way Suite #101 Boca Raton, FL 33433	50

The stockholders agree to pay not less than par value for each share of stock.

The proceeds of the stock subscribed for will be at least as much as the amount necessary to commence business.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

The Directors of the Corporation shall have the power to make or amend the Bylaws, and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its members and upon the dividends due to them for any indebtedness of such members of the Corporation.

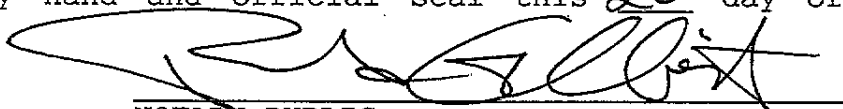
IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to conduct business within and without the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct, does agree to accept the number of shares hereinabove set forth, and hereunto sets his hand this 26 day of October, 1998.

  
\_\_\_\_\_  
JOHN P. GIRARD, M.D.

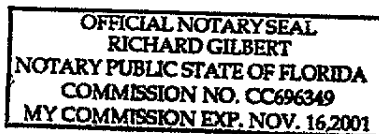
STATE OF FLORIDA       )  
                              :   ss.:  
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, the undersigned authority, a Notary Public duly authorized in the above-named State and County to take acknowledgments, personally appeared JOHN P. GIRARD, M.D., to me known or who has produced \_\_\_\_\_ as identification, and known to be the person who executed the foregoing Articles of Incorporation, and I first made known to him the contents of said Articles; he did acknowledge to me that he signed, sealed and delivered same as his voluntary act and deed, and deposed that the facts therein stated were true and correct.

WITNESS my hand and official seal this 26<sup>th</sup> day of October, 1998.



NOTARY PUBLIC  
Commission Number:  
My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE AND NAMING AGENT UPON  
WHOM PROCESS IS TO BE SERVED

FILED

98 OCT 29 AM 10:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of § 48.091, Fla.

Stat., the following is submitted:

That, GIRARD INSTITUTE FOR ANTI-AGING, INC.

organized and existing under the laws of the State of Florida, with its initial registered office, as indicated in the foregoing Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, has named JOHN P. GIRARD, M.D., of 7025 Beracasa Way, Suite #101, Boca Raton, Florida 33433, as its registered agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-styled Corporation at the place designated in these Articles of Incorporation, I, the undersigned, am familiar with, and accept the duties and responsibilities as registered agent for, said Corporation; and I further agree to act in said capacity and to comply with the provisions of § 48.091, Fla. Stat.

Dated: October 26, 1998

  
\_\_\_\_\_  
JOHN P. GIRARD, M.D.