

P9900004965

TRANSMITTAL LETTER

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

FILED  
99 JAN 14 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

500002741265--4  
-01/14/99--01040--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: FLORIDA HEADACHE CLINICS, Inc.  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE  
1-11-99

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: JOHN C. BEATTIE JR  
Name (Printed or typed)

2345 BEE RIDGE ROAD, SUITE 3B  
Address

SARASOTA, FL 34239  
City, State & Zip

941-926-1558  
Daytime Telephone number

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P. Hall  
JAN 19 1999  
(3)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA HEADACHE CLINICS, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation is  
**FLORIDA HEADACHE CLINICS, INC.**

**EFFECTIVE DATE**  
1-11-99

**ARTICLE II. PLACE OF BUSINESS & MAILING ADDRESS**

The principal place of business shall be 2345 Bee Ridge Road, Suite 5B, Sarasota, Florida 34239. The mailing address shall be P.O. Box 19105, Sarasota, Florida 34276.

**ARTICLE III. DURATION**

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

**ARTICLE IV. PURPOSE**

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes as the presently enacted and as may be amended from time to time.

**ARTICLE V. CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of Common Stock, par value \$1.00 each (hereafter called "Common Stock").

**ARTICLE VI. PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares held by each shareholder at the time of the stock issue or sales bears to the total number of shares outstanding exclusive of treasury shares as nearly as may be done without the issuance of fractional shares. The preemptive right shall be deemed waived by any shareholder who fails to pay for the appropriate number of shares preempted within

thirty (30) days after a written notice is received by such shareholder inviting the shareholder to exercise his preemptive rights. Such notice shall include the price, terms, and other conditions of the proposed stock issue or sale. This preemptive right may also be waived by an affirmative written waiver submitted by the shareholder to the corporation with thirty (30) days after receipt of the above-described notice.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent and the street address of the initial registered office of this corporation is:

<b>NAME</b>	<b>ADDRESS</b>
John C. Beattie, Jr.	307 Jasmine Way Clearwater, Florida 33756

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors 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 (1).

The name and address of the initial director of this corporation is:

<b>NAME</b>	<b>ADDRESS</b>
John C. Beattie, Jr.	307 Jasmine Way Clearwater, Florida 33756
Sheryl L. Geletka	3249 Fairhaven Avenue Kissimmee, Florida 34746

#### **ARTICLE IX. INCORPORATOR**

The name and address of the individual signing these Articles is:

<b>NAME</b>	<b>ADDRESS</b>
John C. Beattie, Jr.	307 Jasmine Way Clearwater, Florida 33756

**ARTICLE X INDEMNIFICATION**

The corporation shall indemnify any office or director, or any former officer or director to the full extent permitted by law.

**ARTICLE XI. AMENDMENT**

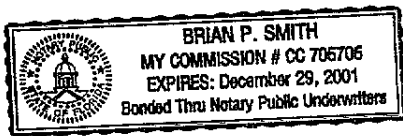
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11<sup>th</sup> day of January, 1999.

  
**JOHN C. BEATTIE, JR.**  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of January, 1999 by John C. Beattie, Jr.



  
Notary Public  
State of Florida at Large  
My Commission expires: 12-29-2001

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

The following is submitted in compliance the Florida Statutes:

**FLORIDA HEADACHE CLINICS, INC.**, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of Sarasota, County of Sarasota, State of Florida, has named John C. Beattie, Jr., located at 307 Jasmine Way, Clearwater, Florida 33756, as its agent to accept service of process within this state.

**ACCEPTANCE:**

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



JOHN C. BEATTIE, JR.  
Registered Agent

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TALLAHASSEE, FLORIDA