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ALBERT A. SANCHEZ, JR., P.A.

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June 18, 1999

VIA CERTIFIED MAIL

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800002912738--0
-06/23/99--01017--002
*****70.00 *****70.00

Re: Caren Center II, Inc.

Dear Clerk:

Please find enclosed Articles of Incorporation as well as our check in the amount of \$70.00 payable to the Secretary of State for the filing fee regarding the above-referenced corporation.

If you should have any questions, please feel free to contact my office. Thank you for your assistance with this matter.

Very truly yours,

Albert A. Sanchez, Jr.
Albert A. Sanchez, Jr.

AASJR:jw

encls.

cc: Carolyn M. Dixon, M.D.

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**ARTICLES OF INCORPORATION
OF
CAREN CENTER II, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME: The name of the corporation is CAREN CENTER II, INC.

ARTICLE II

DURATION: The corporation shall exist perpetually.

ARTICLE III

PURPOSE: The corporation is organized for the purpose of the practice of anthroposophical, biological and integrative medicine and surgery and transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK: The corporation is authorized to issue 1,000 shares of stock having a par value of \$1.00 per share, all of which shall be common shares.

ARTICLE V

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 1133 Fourth Street, Suite 300, Sarasota, Florida 34236, and the name of the initial registered agent of the corporation at that address is Albert A. Sanchez, Jr..

ARTICLE VI

BOARD OF DIRECTORS: The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of the corporation are:

Name

Address

CAROLYN M. DIXON, M.D.

6122 South Tamiami Trail
Sarasota, Florida 34231

ARTICLE VII

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

Name

Address

CAROLYN M. DIXON, M.D.

6122 South Tamiami Trail
Sarasota, Florida 34231

ARTICLE VIII

OFFICERS: The officers of the corporation shall be a president, a secretary, a treasurer and such other officers and agents as may be deemed necessary and proper provided for in the bylaws of the corporation. All officers and agents as may be deemed necessary shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the bylaws of the corporation or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE IX

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 law, and all rights conferred on stockholders herein are granted subject to this reservation. The Board of Directors shall have the power to adopt, alter or repeal bylaws.

ARTICLE X

CORPORATE EXISTENCE: This corporation shall commence its existence at the time of filing these Articles of Incorporation with the Department of State, Division of Corporations, State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota, Florida, this 16 day of June, 1999.

Carolyn M. Dixon, M.D.
CAROLYN M. DIXON, M.D.

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16 day of June, 1999, by CAROLYN M. DIXON, M.D..

NOTARY PUBLIC

Jennifer J. Wilson
Jennifer J. Wilson
(print or type name)

My Commission Expires:



CERTIFICATION OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

The undersigned, Albert A. Sanchez, Jr., having been designated as Registered Agent to accept service of process for CAREN CENTER II, INC., hereby accepts such designation and agrees to act in this capacity, and further agrees to comply with the provisions of the applicable Florida Statutes relative to keeping open the registered office of the corporation at the place designated in the Articles of Incorporation as follows:

Registered Agent: Albert A. Sanchez, Jr.

Registered Office: 1133 Fourth Street, Suite 300
Sarasota, Florida 34236

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6/26/ day of June, 1999.



ALBERT A. SANCHEZ, JR.