

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Preventive Medicine Center
of Boca Raton, Inc

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-08/19/99-01032-012
*****78.75 *****78.75

- ✓ Art of Inc. File
LTD Partnership File
Foreign Corp. File
L.C. File
Fictitious Name File
Trade/Service Mark
Merger File
Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
✓ Annual Report / Reinstatement
Cert. Copy
Photo Copy
Certificate of Good Standing
Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
Courier

FILED
99 AUG 19 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
99 AUG 19 AM 11:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

T BROWN AUG 19 1999

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION the Incorporator forms a Corporation for profit under Florida Law, Florida Statute §607.

ARTICLE I

The name and address of the Corporation are:

PREVENTIVE MEDICINE CENTER OF BOCA RATON, INC.
1590 N.W. 10th Avenue, Suite 201
Boca Raton, Florida 33486

ARTICLE II

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of which these Articles of Incorporation are filed with the Secretary of the State of Florida.

ARTICLE III

The purpose or purposes for which the Corporation is organized is to establish and operate centers for the practice of preventive medicine and fitness for the general population, and to enter any further activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The Corporation shall have authority to issue 100,000 shares of stock, all of one class, at \$0.10 par value.

ARTICLE V

The address of the initial registered office shall be 125 Crawford Boulevard, Boca Raton, Florida 33432, and the name of the initial Registered Agent is MARILYN H. OTTO, ESQUIRE.

ARTICLE VI

The Corporation shall have one (1) director initially. The number shall be fixed by the By-Laws and may be changed from time to time, but shall never be less than one (1).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of each member of the First Board of Directors is: ---

WILLIAM S. OTTO, M.D.
1590 N.W. 10th Avenue, Suite #201
Boca Raton, Florida 33486

He shall hold office until the first annual meeting of Shareholders.

ARTICLE VII

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE VIII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees, or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Such indemnification shall include, but not be limited to, the expenses, including the cost of any judgment, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any

directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE X

The name and address of the Incorporator is: WILLIAM S. OTTO, M.D.,
1590 N.W. 10th Avenue, Suite #201, Boca Raton, Florida 33486.

Dated this 17 day of August, 1999.

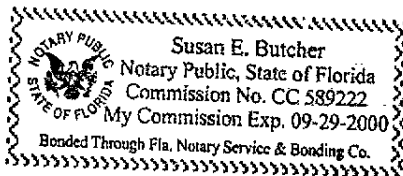
W.S. Otto
WILLIAM S. OTTO, M.D.

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, having been sworn, personally appeared WILLIAM S. OTTO, M.D., who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Boca Raton, Florida, in said County and State this 17th day of August, 1999.



Susan E. Butcher
Notary Public
State of Florida

Having been named as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, and being familiar with and accepting the duties and responsibilities as registered agent for said corporation, the undersigned accepts the designation.

Marilyn H. Otto
MARILYN H. OTTO, ESQUIRE