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January 7, 2003

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

Re: Incorporation of FLEISCHMANN WELLNESS GROUP, INC.

Dear Sir:

Enclosed is an original and a copy of the Articles of Incorporation for the above proposed corporation, together with a designation of registered agent.

Also enclosed is a check payable to the order of Secretary of State in the amount of \$122.50, representing payment of the \$35.00 filing fee, \$52.00 for the certification of incorporation, and \$35.00 for the designation of registered agent.

Very truly yours,

  
Edward Alan Brian, Esq.

enc.

ARTICLES OF INCORPORATION  
OF  
FLEISCHMANN WELLNESS GROUP, INC.

FILED  
03 JAN 13 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME & ADDRESS**

The name of the corporation shall be:

**FLEISCHMANN WELLNESS GROUP, INC.**

The address of the principal office of this corporation shall be **1880 NE 206 TERRACE, NORTH MIAMI BEACH, FL 33179**, and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$.01 per share.

**ARTICLE IV. REGISTERED AGENT NAME & ADDRESS**

The name of the initial registered agent of the corporation shall be:

SUZETTE FLEISCHMANN

The street address of the initial registered office of the corporation shall be

**1880 NE 206 TERRACE, NORTH MIAMI BEACH, FL 33179**

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. SPECIAL PROVISION**

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

**ARTICLE VII. OFFICERS AND DIRECTORS**

This corporation shall have three officers and one director held by one person, initially. The name and street address of the initial officers and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

SUZETTE FLEISCHMANN  
Dir/Pres./Treas./Sec.

**1880 NE 206 TERRACE,  
NORTH MIAMI BEACH, FL 33179**

**ARTICLE VIII. PREEMPTIVE RIGHTS**

All shareholders of the corporation shall be vested with full preemptive rights.

**ARTICLE IX. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

SUZETTE FLEISCHMANN  
1880 NE 206 TERRACE, NORTH MIAMI BEACH, FL 33179

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation this January 7, 2003.

  
SUZETTE FLEISCHMANN

FILED  
03 JAN 13 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Having been designated as the Initial Registered Agent in the above and foregoing Articles to accept service of process on the corporation at the initial registered office designated in these Articles, I am familiar with and hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining to the position of Registered Agent under Section 607.0505, Florida Statutes.

  
SUZETTE FLEISCHMANN