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ACCOUNT NO. : 072100000032
REFERENCE : 926734 4337904
AUTHORIZATION : *Felicia Lopez*
COST LIMIT : \$ 122.50

APR 22 11 58 AM '96
COMMERCIAL BANK

ORDER DATE : April 22, 1996
ORDER TIME : 1:01 PM
ORDER NO. : 926734
CUSTOMER NO: 4337904

800001783488

CUSTOMER: Fred Stanton, Esquire
THERREL BAISDEN & MEYER WEISS
Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: WELLNESS MAXED, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

4/24/96
TB

96 APR 22 PM 2:08
COMMERCIAL BANK

ARTICLES OF INCORPORATION
OF
WELLNESS MAXED, INC.

ARTICLE I
Name

The name of the corporation is WELLNESS MAXED, INC.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 11 day of April, 1996.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation at that address is: Fred R. Stanton, Esq.

ARTICLE VI
Initial Board of Directors

This corporation shall initially have One (1) director. The number of directors may be increased or decreased from time to time

by the By-laws, but shall never be less than ONE (1). The name and address of the initial director of this corporation is: Fred R. Stanton; 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Fred R. Stanton, Esq., 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 11 day of April, 1996.

Fred R. Stanton
FRED R. STANTON, Subscriber

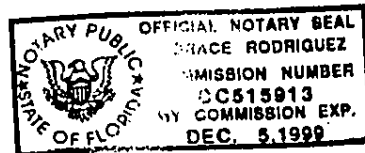
STATE OF FLORIDA: SS:
COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 17 day of April, 1996, by FRED R. STANTON, ESQ., who is personally known to me or who has produced _____ as-
~~identification.~~

Grace Rodriguez
Notary Public, State of Florida
at Large

Type/Print/or Stamp Name of Notary

My Commission Expires:



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

WELLNESS MAXED, INC.

In pursuance of the Florida Statutes, the following is
submitted, in compliance with said Act:

First--that WELLNESS MAXED, INC., desiring to organize under
the laws of the State of Florida with its principal office at:
c/o Therrel Baisden & Meyer Weiss, 1111 Lincoln Road, Suite 500,
Miami Beach, Florida 33139, has named Fred R. Stanton, Esq.,
located at 1111 Lincoln Road, Suite 500, Miami Beach, Florida
33139, as its agent to accept service of process within this state.

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



FRED R. STANTON

JF\CORP\WELLNESS.ART