

1201 HAYS STREET
TALLAHASSEE, FL

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 641048 9347A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 13, 1995

ORDER TIME : 10:28 AM

ORDER NO. : 641048

300001536833

CUSTOMER NO: 9347A

CUSTOMER: Steven P. Kushner, Esq
GOLDBERG GOLDSTEIN & BUCKLEY

1515 Broadway Street
P. O. Box 2366
Fort Myers, FL 33901

DOMESTIC FILING

NAME: ATLANTIS HEALTH CORPORATION

XXXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebreana Randolph

EXAMINER'S INITIALS:

T. BROWN JUL 13 1995

FILED
95 JUL 13 PM 5:25
SECRETARY OF STATE
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION
OF
ATLANTIS HEALTH CORPORATION

FILED
95 JUL 13 PM 5:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation in order to effect a duly incorporated Florida corporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS: The name of this corporation is ATLANTIS HEALTH CORPORATION and the mailing address is 1385 Highway 35, Suite 318, Middletown, New Jersey 07748.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of ONE DOLLAR (\$1.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial registered office of this corporation is c/o Goldberg, Goldstein & Buckley, P.A., 1515 Broadway, Fort Myers, Florida 33901. The name of the initial registered agent of this corporation is Steven P. Kushner.

Having been named to accept service of process for ATLANTIS HEALTH CORPORATION, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY:


Steven P. Kushner

ARTICLE VII

DIRECTORS: The number of Directors shall be Two (2) initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial Directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his or her successor is elected and has qualified are:

NAME AND ADDRESS

Michael Wassef

40 DesMoines Court
Tinton Falls, NJ 07712

Angela Wassef

40 DesMoines Court
Tinton Falls, NJ 07712

ARTICLE IX

SUBSCRIBERS: The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME AND ADDRESS

Steven P. Kushner

c/o Goldberg, Goldstein &
Buckley, P.A.
1515 Broadway
Fort Myers, Florida 33901

ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XII

INDEMNIFICATION: In the event that an officer or director is sued by any party, other than the Corporation with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the Corporation and their activity on behalf of the Corporation in such official capacity, the Corporation shall, to the extent allowable at law, fully indemnify such officer or director with regard to any damages, judgements or claims, together with any and all court costs and reasonable attorneys fees incurred, at trial or at the appellate level. The foregoing indemnification, however, shall be applicable only where such alleged wrongdoings relate to the advancing of the best interests of the Corporation, and do not evidence any wanton or willful intent, gross negligence or gross recklessness, as determined by the Board of Directors. Upon approval by the Board, the Corporation, to the extent allowable by law, may defray the costs of defending any litigation filed against such officer or director in accordance with, and subject to the limitations set forth immediately above. The Board of Directors shall make such determination in their sole discretion and may elect to defray such costs without any requirement that a judgement be obtained by a plaintiff as a prerequisite to defraying such expense.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation,
under the laws of the State of Florida, this 12th day of July,
1995.

WITNESSES;

Carol Hanks

Beverly J. Henley

State of Florida)
County of Lee)

Steven P. Kushner (SEAL)
Steven P. Kushner, Subscriber &
Incorporator

I HEREBY CERTIFY that before me this day, personally appeared,
STEVEN P. KUSHNER, to me known to be the individual described in
and who executed the foregoing Articles of Incorporation and
acknowledged before me that he executed same for the purposes
therein expressed.

WITNESS my hand and official seal in the County and State
named, this 12th day of July, 1995.

My Commission Expires:

Beverly J. Henley
Notary Public

BEVERLY J. HENLEY
Print Name

