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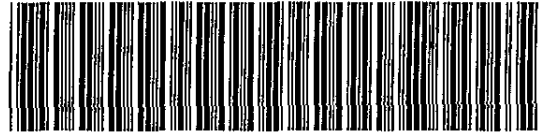
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2003 JUN 30 AM 8:48  
TALLAHASSEE FLORIDA

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LAW OFFICES OF

**RODNEY G. FAIR, ESQ. P.A.**

**FILED**

2003 JUN 30 AM 8:48

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

11906 SANDY RUN  
JUPITER, FL 33478  
PHONE: (561) 746-8237  
FAX: (561) 746-8237

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

June 23, 2003

Re: Articles of Incorporation, for the Newly Formed Corporation A HEALTHY WAY, INC.


Gentlemen:

I have enclosed the Articles of Incorporation for the above mentioned Corporation, and a check in the amount of \$ 78.75, representing the full payment for filing the Articles of Incorporation, the Designation and Acceptance of the Registered Agent, and the cost to receive a certified copy of the Certificate of Incorporation.

Please return the Articles of Incorporation and the certified copy of the Certificate of Incorporation to the law firm indicated above, in the enclosed envelope.

Thank you for your assistance in this matter.

Sincerely



Rodney G. Fair  
Attorney Bar #123017

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF

A HEALTHY WAY, INC.

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida

ARTICLE I

The name of the corporation shall be A HEALTHY WAY, INC.

ARTICLE II  
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 4657 S.E. Binnacle Way, Stuart, County of Martin, State of Florida, 34997. The corporation shall have the power to move the principal office to any other address in the State of Florida, as may be deemed expedient.

The name and address of the initial registered agent of the corporation are, JANIE WESSELMAN, 4657 S.E. Binnacle Way, Stuart, Florida, 34997, and the corporation's principal office is located at 4657 S.E. Binnacle Way, Stuart, Florida, 34997.

ARTICLE III  
DURATION

The period of the corporation's duration shall be perpetual, that is, until the corporation is dissolved by a vote of 2/3 of the shareholders as provided in the by-laws.

#### ARTICLE IV PURPOSE

This corporation is organized for the following purposes:

This corporation is formed to direct market nutraceutical food supplements to the public by retail sales or to other retailers on the wholesale bases, provide personal advice and instructions regarding the use of the products to the consumers, and other related services regarding the consumption of the company's food supplements.

#### ARTICLE V CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is five hundred (500) shares. These shares shall be of a single class of common stock, and shall have a par value of Ten Dollars and no cent (\$10.00) per share. Each of said shares of stock shall entitle the holder thereof to One (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, or in property, at the fair valuation fixed by the incorporator, or by the board of directors, at a meeting called for such purposes. All stock when issued shall be fully paid for and shall be nonassessable.

#### ARTICLE VI CAPITALIZATION

The amount of capital with which the corporation will use to begin this business shall be not less than One Thousand Dollars (\$1,000.00).

#### ARTICLE VII CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida, including, but not limited to, the following :

To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or objects of this corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times secured by mortgages or otherwise.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE VIII INCORPORATORS

The name and street address of the subscribers of these articles of incorporation as the incorporators are:

JANIE WESSELMAN  
4657 S.E. Binnacle Way  
Stuart, Florida 34997

#### ARTICLE IX DIRECTORS

The corporation is to be managed by a board of directors which shall consist of not less than one (1) and not more than five (5), the number of directors shall be fixed by the corporate by-laws. There shall be one director constituting the initial board of directors; the name and address of the initial director are:

JANIE WESSELMAN  
4657 S.E. Binnacle Way  
Stuart, Florida 34997

The single member of the first board of directors shall hold office for the first year of the existence of the corporation or until his successors are elected or appointed and have qualified.

#### ARTICLE X RIGHT TO AMEND, ALTER, CHANGE

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 the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

  
JANIE WESSELMAN

STATE OF FLORIDA )  
COUNTY OF MARTIN ) SS:

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and county named above to take acknowledgements, personally appeared JANIE WESSELMAN, to me known (Yes/No) or who furnished proper photo identification (Florida Driver's License # ( ) to be the person described as subscribed to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal, at Stuart, Martin County, Florida, this 24<sup>th</sup> day of June, 2003.



Inez M. Fair  
Commission # CC 971421  
Expires Nov. 7, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

Inez M. Fair  
INEZ M. FAIR (Notary Public)

State of Florida at Large

My Commission Expires: Nov. 7, 2004


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

The Stock subscribers of A HEALTHY WAY, INC., corporation desiring to organize under the laws of the State of Florida with its principal office at 4657 S.E. Binnacle Way, Stuart, County of Martin, State of Florida, 34997, as indicated in the Articles of Incorporation, has named JANIE WESSELMAN of 4657 S.E. Binnacle Way, Stuart, Florida, 34997, as its agent to accept service of process within this State.

ACCEPTANCE BY REGISTER AGENT

Having been named to accept service of process for the A HEALTHY WAY, INC., corporation, at the place designated in Article II of the these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, she is familiar with and accepts the duties and responsibilities as registered agent for the corporation and she further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

Dated this 24<sup>th</sup> day of June, 2003.

  
JANIE WESSELMAN

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