

**NO1000002942**

MILLENNIUM THERAPEUTIC & PEDIATRIC WELLNESS CENTER INC.

Northside Shopping Center

7900 North West 27<sup>th</sup> Avenue, Suite 180

Miami, FL 33147

FILED  
01 APR 25 AM 7:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 11, 2001

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

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-04/25/01--01028--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed you will find the Articles of Incorporation, Registered Agent agreement and Filing Fees of \$78.75. Should you have any questions please contact the Incorporator and Registered Agent, Mr. Christopher Moody at 305 258-5337 or 305 336 -6445.

Sincerely,

  
Christopher Moody

4-26-01  
10-98-8  
100

Nonstock

Nonprofit

CERTIFICATE OF INCORPORATION  
Of

Millennium Therapeutic & Pediatric Wellness Center, Inc.

**First:** The name of this corporation is *Millennium Therapeutic & Pediatric Wellness Center Inc.* Its principle office is 7900 Northwest 27<sup>th</sup> Avenue, Suite 180 Miami, Florida 33147 and its mailing address is the same.

**Second:** Its registered office in the state of *Florida* is to be located at 7900 Northwest 27<sup>th</sup> Avenue, Suite 180 Miami, Florida 33147. The registered agent in charge is Christopher Moody, where all papers served on behalf of *Millennium Therapeutic & Pediatric Wellness Center Inc.* will be delivered to at 11945 S.W. 273<sup>rd</sup> Street, Miami, Fl. 33032.

**Third:** The nature of the business and the objects and purposes proposed is to be transacted, promoted and carried on are to do any and all things herein mentioned, as fully and to the same extent as natural persons might could do, and in any part of the world, vis:

This is a nonstock, nonprofit corporation, an affiliate of Pro Networking Plus, Inc. The purpose of the corporation is to engage in any lawful activity for which nonprofit corporations may be organized under the General Corporation Law of Florida.

Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law), to wit: *Providing quality care and therapeutic rehabilitation*

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*services for individuals with HIV/AIDS; providing skilled education and training programs concerning issues of health, wellness, and fitness for clients from ages 1 through 100 years of age; providing skilled education for individuals and families effected with HIV/AIDS; providing skilled training and techniques for individuals with learning disabilities; initiating and or establishing programs that provide quality therapeutic rehabilitation and promote health, fitness, and wellness for individuals without health coverage who are self-employed and or retired; conducting educational workshops; Collaborating with public school districts colleges and universities to develop health fitness and wellness programs; and conducting on going planning , research, and development of health fitness and wellness programs, to include but is not limited to: Pediatric, Adult Day Care programs for the elderly and handicap.*

**Fourth:** The Corporation shall not have any capital stock and the conditions of membership shall be stated in the Bylaws.

**Fifth:** The name and mailing address of the incorporator is Christopher Moody, 11945 S.W. 273<sup>rd</sup> Street, Miami, Fl. 33032.

**Sixth:** The incorporator will also serve as a member of the Board of Directors and therefore maintains all vested powers.

**Seventh:** a Board of Directors will manage the activities and affairs of the corporation. The number of directors which shall constitute the whole Board shall be such as from time to time be fixed by or in the manner provided in the Bylaws, but in no case shall the number be less than three. The directors need not be members of the corporation unless so required by the Bylaws or by Statute. The four current Board of Directors shall consist of the incorporator Christopher Moody, O.T.R/L of 11945 S.W.

273<sup>rd</sup> Street, Miami, Fl. 33032, Darien M. Doe, Esq. of State of Florida Office of the Attorney General, River Gate Plaza, Suite 950, 444 Brickell Avenue, Miami, Fl. 33131, Barbara Montford, M.D., F.A.C.P. of North Shore Medical Arts Building, 1190 N.W. 95<sup>th</sup> Street, Suite 106, Miami, Fl 33150 and Zenobia Miro' M.D. of 18355 N.W. 61<sup>st</sup> Avenue, Miami, Fl. 33010. At no time can the incorporator be removed from the Board of Directors. However, the other Board members may be removed, if warranted by cause, by the incorporator or they may resign. The Bylaws shall specify the number necessary to constitute a quorum. The Board of Directors may by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers, which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Directors of the corporation may, in the By laws so provided, be classified s to term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provision of the Statute. Who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true,

provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

**Eighth:** Meetings of members may be held without the State of Florida if the Bylaws so provide. The Books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Florida at such place or places as may be from time to time designated by the Board of Directors.

**Ninth:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these articles. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

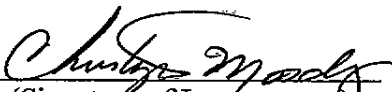
**Tenth:** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in which manner, or to such organization or organizations and operated exclusively for charitable, educational religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code

of 1954 (or the corresponding provision of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such designated purposes.

**Eleventh:** The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

**Twelfth:** Directors of the corporation shall not be liable to either the corporation or its members for the monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

**I, the undersigned,** being each of the incorporators herein before named, for the purpose of forming a nonprofit corporation pursuant to Florida law, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set hand this 11<sup>th</sup> day of May A.D. 2001.

  
(Signature of Incorporator)

## NOTARY'S AFFIDAVIT

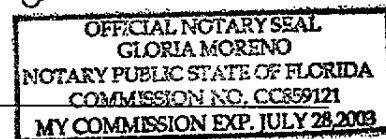
State of Florida, County of Dade, THIS IS TO CERTIFY that on this date April \_\_\_\_  
2001, before me, Notary Public, personally appeared Christopher Moody of 11945 S.W.  
273<sup>rd</sup> Street, Miami, Fl 33032, who I am satisfied is the person named as the incorporator  
and executor of the foregoing Articles of Incorporation, and who by his respective  
signature in my presence have acknowledged the same as his voluntary act. IN  
TESTIMONY THEREOF, I have hereunto set my hand and affixed my official seal on  
the date given above.

Christopher Moody  
Signature of Incorporator

Florida Driver License  
Document Presented

Gloria Moreno  
Notary Public

My Commission expires:



## Registered Agent Agreement

I Christopher Moody, hereby am familiar with and accept the duties and responsibilities of Registered Agent for Millennium Therapeutic & Pediatric Wellness Center, Inc. I agree to accept the responsibilities, which include but are not limited to: receiving and delivering all necessary documents on behalf of Millennium Therapeutic & Pediatric Wellness Center, Inc. My address is 11945 S.W. 273<sup>rd</sup> Street, Miami, Fl 33032. Accordingly, I have hereunto set hand.

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SECRETARY OF STATE  
TALLAHASSEE, FL 32399

Christopher Moody  
Registered Agent

April 19, 2001  
Date