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FLORIDA PROFIT CORPORATION OR P.A.

THE MINDFUL HEALTH FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
THE MINDFUL HEALTH FOUNDATION, INC.,
a Florida not for profit corporation

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The undersigned incorporator, for the purpose of forming a not for profit corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of the not for profit corporation is The Mindful Health Foundation, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 11983 N. Tamiami Trail, Suite 110, Naples, Florida 34110.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of providing nutritional counseling and counseling and related healthcare services in the field of eating and other behavioral disorders and to transact such other business for which not for profit corporations may be incorporated under

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the Florida Not For Profit Corporation Act.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the Corporation's Directors shall be elected or appointed shall be set forth in the Corporation's Bylaws. The initial Directors of the Corporation shall be Valerie Stec, Chris Lombard, and Les Schultz. The number of members of the Board of Directors of the Corporation may be increased or decreased from time to time in accordance with Bylaws adopted by the Directors, but shall never be less than three (3) Directors. The initial directors shall hold office until the first annual meeting of the corporation or until successors are elected or qualified.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent of the Corporation shall be Michael W. McArdle, 711 Fifth Avenue South, Suite 209, Naples, Florida 34102.

ARTICLE VII

NAME AND ADDRESS OF SOLE INCORPORATOR

The name and address of the sole incorporator of the Corporation is Michael W. McArdle, Esq., 711 Fifth Avenue South, Suite 209, Naples, Florida 34102.

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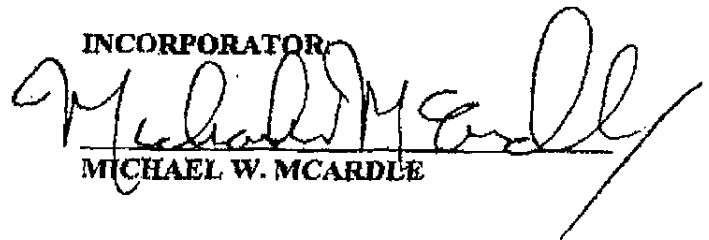
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**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

IN WITNESS WHEREOF, for the purpose of forming this Not for Profit Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Not for Profit Corporation, has executed these Articles of Incorporation this 19th day of October, 2004.

INCORPORATOR


MICHAEL W. MCARDLE

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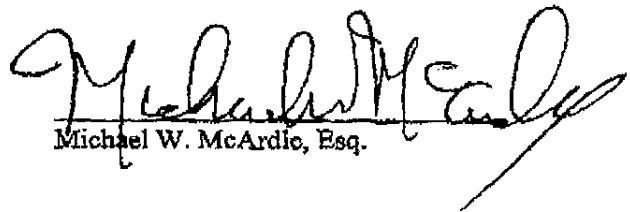
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THE MINDFUL HEALTH FOUNDATION, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for The Mindful Health Foundation, Inc. at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Michael W. McArdle, Esq.

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