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FLORIDA NON-PROFIT CORPORATION

VITALITY & WELLNESS FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 2, 2005

CORPDIRECT AGENTS, INC.

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SUBJECT: VITALITY & WELLNESS FOUNDATION, INC.
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**ARTICLES OF INCORPORATION OF VITALITY & WELLNESS
FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is: VITALITY & WELLNESS FOUNDATION, INC. The principal office and mailing address of the corporation is: 410 Meridian Avenue, Suite 101, Miami, FL 33139.

**ARTICLE 2
NOT FOR PROFIT**

(A) The Corporation is a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

(B) Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 purposes.

**ARTICLE 3
DURATION**

The duration (term) of the Corporation is perpetual.

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ARTICLE 4 PURPOSES

The Corporation is exclusively organized, and shall be operated exclusively for the following charitable purposes:

- A. Provide minors with access to medical care, including children on the autistic spectrum; and
- B. To provide training and education to healthcare professionals and the general public concerning biomedical intervention and therapies; and
- C. To do such things as are incidental to the purposes of the Corporation or necessary or desirable to accomplish them; and
- D. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

ARTICLE 6 MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The name and address of each initial Voting Member is as follows:

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Name	Address
Andrew Levinson, M.D.	345 West 46 th Street Miami Beach, FL 33140
Bert Levinson	2543 Pine Tree Drive Miami Beach, FL 33140
Warren Grossman	<u>751 Miller Drive SE suite D1</u> <u>Leesburg, VA 20175</u>

ARTICLE 7
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 345 West 46th Street Miami, FL 33140, and the name of its Registered Agent at that address is Andrew Levinson, M.D.

ARTICLE 8
INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in the Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The name and address of each initial Trustee of the Corporation is as follows:

Name	Address
Andrew Levinson, M.D.	345 West 46 th Street Miami Beach, FL 33140
Bert Levinson	2543 Pine Tree Drive Miami Beach, FL 33140
Warren Grossman	<hr/> <hr/>

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**ARTICLE 9
OFFICERS**

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees). The name and address of each initial Officer of the Corporation is as follows:

Name	Address	Title
Andrew Levinson, M.D.	345 West 46 th Street Miami Beach, FL 33140	President/Treasurer/Secretary
Bert Levinson	2543 Pine Tree Drive Miami Beach, FL 33140	Vice President

**ARTICLE 10
INCORPORATOR**

The name and address of the Incorporator is as follows:

Name	Address
Andrew Levinson, M.D.	345 West 46 th Street Miami Beach, FL 33140

**ARTICLE 11
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

**ARTICLE 12
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

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**ARTICLE 13
INDEMNIFICATION**

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

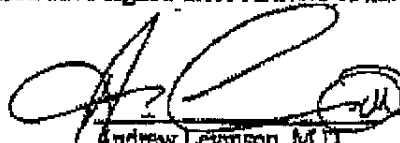
**ARTICLE 14
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of acknowledgement of these Articles of Incorporation.

**ARTICLE 15
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 31st day of January, 2005.


Andrew Levinson, M.D.
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of
VITALITY & WELLNESS FOUNDATION, INC., which is contained in the foregoing
Articles of Incorporation.

Dated this 31st day of January, 2005.


Andrew Levinson, M.D.

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