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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 23 2005

**ARTICLES OF INCORPORATION
OF
CUTTING EDGE HEALTH & WELLNESS FOUNDATION, INC.**

FILED
05 DEC 22 PM 2: 1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby associated themselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, (Chapters 607 and 617 of the Florida Statutes) and do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I
NAME**

CUTTING EDGE HEALTH & WELLNESS FOUNDATION, INC.
(A Florida Nonprofit Corporation)

**ARTICLE II
PRINCIPAL OFFICE and ADDRESS**

Its principal place of business is located at: 645 NE 127 Street, Miami, Florida 33161. The board of Directors may from time to time move the principal office to any other place/places as may be designated by the Board of Directors.

**ARTICLE III
CORPORATE PURPOSE**

This corporation is organized and operated exclusively for charitable, educational and scientific purposes and more specifically, for the promotion of the health and wellness of Florida residents through investing in programs and services that improve community health, well-being and access to health care for all Floridians, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law.

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the Federal, 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 in the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IV
DEDICATION OF ASSETS**

This corporation shall be a nonprofit corporation and shall not issue stocks. All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purpose selected by the board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, and officers, or incorporators; provided that the corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE V **POWERS**

Except as limited by these Article of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and other applicable laws.

ARTICLE VI **TERMS OF EXISTENCE**

The commencement of this corporation's existence shall be at the time of filing of these articles of Incorporation by the Florida Department of State. This corporation shall have perpetual existence

ARTICLE VII **MEMBERSHIP**

The Membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin and shall initially consist of voting members, which shall include the persons constituting the Board of Directors and such additional persons as they may, by majority vote from time to time, elect.

The qualification for membership, the manner of admission to membership shall be governed and regulated by the Bylaws of the Corporation. The Bylaws may also provide for additional classes of Members.

ARTICLE VIII **INCORPORATOR**

The name and address of the incorporator is: Yolly Roberson, RN., Esq., 645 NE 127th Street, North Miami, Florida 33161

ARTICLE IX **INDEMNIFICATION**

The Corporation shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents to the full extent permitted by law. Said indemnification shall include but not limited to the expenses, including the cost of any judgments, fines, settlements and attorneys' fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his/her legal representative may be made a party or may be threatened to be made a party by reason of his/her being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he/she may be lawfully granted.

ARTICLE X
AMENDMENTS

The Article of Incorporation may be amended by a special meeting of the Board of Directors called for that purposes, by a two-third (2/3rd) vote of those present.

ARTICLE XI
BY-LAWS

The initial Bylaws of the Corporation shall be adopted by the initial Board of Directors. The power to alter, amend or repeal said Bylaws or adopt new bylaws shall be vested in the Board of Directors.

ARTICLE XII –
BOARD OF DIRECTORS

Except as otherwise provided in the Articles of Incorporation and in the Bylaws of the Corporation, the direction, management of the affairs, the control and disposition of the assets of the Corporation shall be vested in the Board of Directors which shall consist of such number of persons [not less than three (3)] as may be fixed by the Bylaws of the Corporation. The authority of the Board of Directors shall be limited to the extent expressly set forth in these Articles of Incorporation and in the Bylaws of the Corporation. The names and addresses of the initial Board of Directors of the incorporation that are to manage the affairs of the Corporation until the first annual meeting are as follows.

NAME	TITLE	STREET ADDRESS
Yolly Roberson	President	645 NE 127 th Street, N.Miami, Fl. 33161
Frantz Casseus	Secretary	525 NW 115 th Street, N. Miami, Fl. 33168
F. Sony Ambroise	Treasure	645 NE 127 th Street, N. Miami, Fl. 33161

ARTICLE XIII –
DEDICATION OF ASSETS

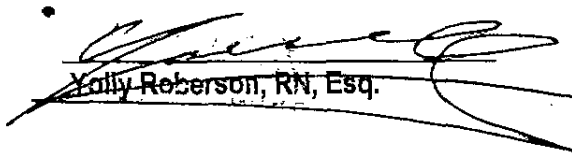
The Corporation dedicates all assets which it may acquire to the charitable, educational and charitable purposes set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue code or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose, and none of the assets will be distributed to any member, officer or Trustee of this corporation.

ARTICLE X IV
REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office of the corporation shall be located at: 645 NE 127th Street, North Miami, Fl. 33161. Attorney Yolly Roberson has been designated as the Registered Agent of the Corporation at that address to

accept service of process within this State, to serve in such capacity until his successor is selected and designated.

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent of the corporation, has executed the foregoing Article of Incorporation on 21 day of December December 2005.


Yolly Roberson, RN, Esq.

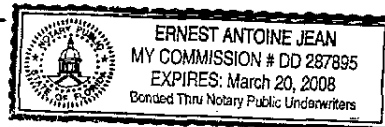
12/21/2005
Date

STATE OF FLORIDA)
)
COUNTY OF MIAM-DADE)

BEFORE ME, the undersigned authority, personally appeared Yolly Roberson, who is personally known to me, who is the person described herein and who executed the foregoing instrument, and who after being duly sworn acknowledged before me that the execution hereof is her free act and deed for the uses and purposes herein mentioned.

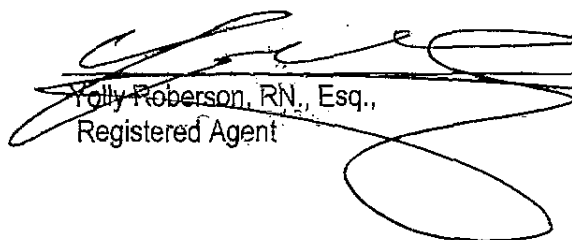
WITNESS my hand and official seal in the aforesaid County and State, this 21 day of December 2005.

NOTARY PUBLIC, STATE OF FLORIDA
My Commission expires:



REGISTERED AGENT'S CERTIFICATE

Having been named to accept service of process for the above stated corporation, at the place designated in this capacity, I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Yolly Roberson, RN, Esq.,
Registered Agent

12/21/05
Date: