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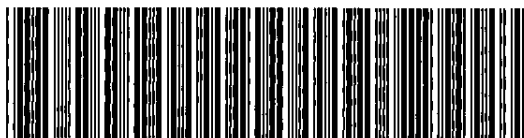
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TALAHASSEE, FLORIDA
SECRETARY OF STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 839696 81879A

AUTHORIZATION :

COST LIMIT : \$ 18.75

ORDER DATE : April 6, 2007

ORDER TIME : 9:23 AM

ORDER NO. : 839696-005

CUSTOMER NO: 81879A

DOMESTIC FILING

NAME: NATIONAL INDEPENDENT
LIFESTYLES ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: _____

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR NATIONAL INDEPENDENT LIFESTYLE ASSOCIATION, INC.
(A Corporation Not for Profit)**

Pursuant to the provisions of Section 617.1002, 617.1006, and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts these Articles of Incorporation, to wit:

ARTICLE I. NAME

The name of this corporation shall remain National Independent Lifestyle Association, Inc., a Florida not for profit corporation, and the address shall be: 138 Palm Coast Parkway, Palm Coast, Florida 32137.

The organization is organized exclusively for charitable and educational purposes, 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 corresponding section of any future federal tax code.

ARTICLE II. PURPOSES

The general nature of the objects and purposes of this corporation shall be: To provide education, outreach, and networking resources for senior citizens in search of health, medical, lifestyle, and nutrition alternatives and information; encourage and assist in connecting seniors and providers to accommodate the above; and to have full power to do any and all things deemed necessary in carrying on any and all of the above objectives and generally to educate the community to foster and promote healthful lifestyles for seniors and to do anything necessary in order to promote the purposes of this corporation; to acquire property by grant, gift, purchase, devise or bequest and hold and dispose of such property as

the corporation deems advisable for the benefit of the corporation and the community, and not for pecuniary profit to any individual member.

ARTICLE III

POWERS

In furtherance of the purposes set forth in Article II, the Corporation shall have all of the powers and duties of a corporation organized under the Act and other applicable state statutes, including, but not limited to, the power to raise and expend funds for research, training, education and the promotion of healthful lifestyles on a local, state, regional basis, or national basis.

The purposes stated herein shall be construed as powers as well as purposes, and the matters expressed in any clause shall not be limited by reference to or inference from the terms of any other, but shall be regarded as independent purposes and powers; and the enumeration of specific purposes and powers shall not be construed to limit or restrict the meaning of general terms of the general powers; nor shall the express of one thing be deemed to exclude another not expressed, although it be of like nature.

Notwithstanding any other provision of this certificate, the bylaws of the corporation or any other governing document, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(6) of the Internal Revenue Code and its regulation as they now exist or as they may hereinafter be amended.

ARTICLE IV. QUALIFICATION OF MEMBERS

Any person, corporation or other association shall be entitled to membership in accordance with the provisions of the By-Laws.

ARTICLE V

TAX RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees or officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reimbursement for expenses incurred in connection with the business or activities of the Corporation. Further, the Corporation shall not engage in business for profit. Notwithstanding any other provisions of these Articles of Incorporation, 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)(6) of the Internal Revenue Code of 1954.

ARTICLE VI

OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. The number of Directors may be increased or decreased by the

Board of Directors, but shall never be less than three.

The names and addresses of the initial Directors of this corporation are:

Section 2. The Board of Directors shall be members of the corporation.

JOSEPH GANEM
15 Palm Harbor Village Way
Palm Coast, FL 32137

CATHERINE McVEIGH-GANEM
15 Palm Harbor Village Way
Palm Coast, FL 32137

GAIL LaPOLLA
15 Palm Harbor Village Way
Palm Coast, FL 32137

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

ARTICLE VIII. BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended as provided by Florida law.

ARTICLE X. ADDRESS

The address of the principal office of this corporation shall be at 15 Palm

Harbor Village Way, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Flagler County.

ARTICLE XI. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (6) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 XII. RESIDENT AGENT

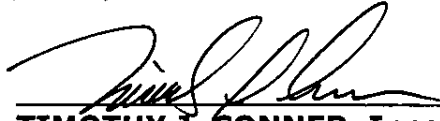
The Resident Agent for this corporation shall be Timothy J. Conner, 2 Jungle Hut Road, Ste. 1, Palm Coast, Flagler County, Florida 32137, to accept service of process within this State as to this corporation.

ARTICLE XIII. INDEMNIFICATION

Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer at the time said expenses are incurred. The foregoing right of indemnification shall be in

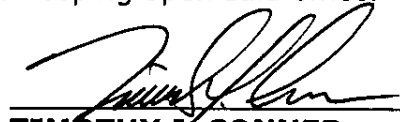
addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5 day of APRIL, 2007.


TIMOTHY J. CONNER, Incorporator

ACCEPTANCE BY REGISTERED AGENT

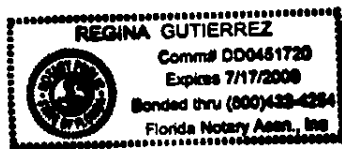
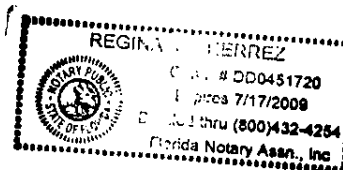
Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.


TIMOTHY J. CONNER
Registered Agent

**STATE OF FLORIDA
COUNTY OF FLAGLER**

The foregoing instrument was acknowledged before me this 5th day of April, 2007, by **TIMOTHY J. CONNER** who is personally known to me or who has produced _____ as identification and who did/did not take an oath.


NOTARY PUBLIC
My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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