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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Institute for Healthy Living Inc.

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**ARTICLES OF INCORPORATION
OF
THE INSTITUTE FOR HEALTHY LIVING INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of the Corporation is The Institute for Healthy Living Inc. ("Corporation").

ARTICLE II.
PRINCIPAL OFFICE

The principal and mailing address of the Corporation is 249 Royal Palm Way, Suite 501, Palm Beach, FL 33480.

ARTICLE III.
PURPOSES

The purposes for which the Corporation is formed are as follows:

A. To receive and maintain a fund or funds of real and personal property, or both, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively to create an integrative approach to health care, to educate and empower individuals with knowledge to prevent disease, and to conduct research studies that will further advance the treatment and care of patients. Support shall be made either by direct payment or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon corporations not-for-profit.

C. Notwithstanding any other provisions of this Certificate of Incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

D. The Corporation shall serve only such purposes and functions and shall engage only in such services as are consonant with the purposes set forth in this Article 3 and as are exclusively charitable and are entitled to exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

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E. To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV
TAX-EXEMPT STATUS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empower to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 no 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.

B. Upon the dissolution of the Corporation, 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 and 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 V
MANNER OF ELECTION

The directors are elected biannually pursuant to the by-laws of the Corporation.

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ARTICLE VI.
INITIAL DIRECTOR AND OFFICERS

The names and addresses of the initial Director and Officers are as follows:

<u>Name and Address</u>	<u>Director</u>	<u>Officer</u>
Mary Lampe 550 Heritage Drive Suite 160 Jupiter, FL 33458	Yes	President
Deborah Martz Lysaght, Esq. 444 Mariner Drive Jupiter, FL 33477	Yes	Treasurer
Dr. Morgan R. Poncy 601 University Drive Suite 201 Jupiter, FL 33458	Yes	Secretary

ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT

7.1. The street address of the Registered Office of this Corporation is Dunwody White & Landon, P.A., 249 Royal Palm Way, Suite 501, Palm Beach, Florida 33480.

7.2. The name of the Registered Agent of this Corporation located at the address of the Registered Office is David M. Halpen.

ARTICLE VIII.
INCORPORATOR

The name and address of the Incorporator is David M. Halpen, Dunwody White & Landon, P.A., 249 Royal Palm Way, Suite 501, Palm Beach, Florida 33480.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation this 12th day of September, 2007.



 David M. Halpen, as Incorporator

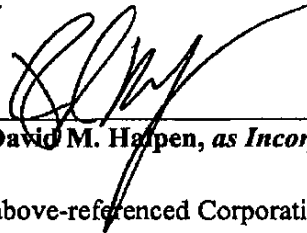
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**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**


In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The Institute for Healthy Living Inc., as a corporation under the laws of the State of Florida, has designated Dunwody White & Landon, P.A., 249 Royal Palm Way, Suite 501, Palm Beach, Florida 33480 as its Registered Office and has named David M. Halpen, located at that address as its Registered Agent.



David M. Halpen, as Incorporator

Having been named Registered Agent for the above-referenced Corporation at the above-designated Registered Office, the undersigned hereby accepts said appointment, and states that he is familiar with and accepts the obligations of a registered agent under Florida law and agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, relative to keeping open the registered office.



David M. Halpen
Registered Agent

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