

P00000041993

APRIL 26, 2000

TO:

DIVISION OF CORPORATIONS

PLEASE FILE AND SEND CERTIFIED COPY TO

NEIL N. KIRKPATRICK
6549 WALDORE CT.
NEW PORT RICHEY, FL 34655

ENCLOSED IS CHECK FOR \$78.75

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-04/24/00--01081--004

*****78.75 *****78.75

A. Harbo

Neil Kirkpatrick

FILED

00 APR 24 PM 2:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 26 2000

**ARTICLES OF INCORPORATION
OF
HEALTHMAX/NUTRIMED, INC.**

FILED
00 APR 24 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the Corporation is: Healthmax/Nutrimed, Inc. The principal office and the mailing address of the Corporation is: 6549 Waldorf Court, New Port Richey, FL 34655.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is one hundred (100) shares of common stock. Such shares shall be of a single class and have par value of one dollar (\$1.00) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 6549 Waldorf Court, New Port Richey, FL 34655 and the name of its initial Registered Agent at that address is Neil N. Kirkpatrick.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Neil N. Kirkpatrick	6549 Waldorf Court
	New Port Richey, FL 34655

Article 7. Incorporator. The name and address of the Incorporator is as follows:

Neil N. Kirkpatrick	6549 Waldorf Court
	New Port Richey, FL 34655

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 20TH day of APRIL, 2000.

Neil N. Kirkpatrick
Neil N. Kirkpatrick

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared Neil N. Kirkpatrick to me well known, who provided as identification his Florida driver's license, and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20TH day of APRIL, 2000.
FLDC K621 534 28 4250 11-92

WENDEE STODDARD
Notary Public, State of Florida
My comm. exp. Mar. 2, 2003
Comm. No. CC813983

Wendee Stoddard
Notary Public, State of Florida
My Commission Expires: 3-2-03

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
00 APR 24 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as Registered Agent and designated to accept service of process for the above-stated corporation at the place specified in this statement, 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.

Neil N. Kirkpatrick
Neil N. Kirkpatrick

Date: 4-20-00, 2000