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BOCA RATON, FLORIDA 33432

FLORIDA & NEW YORK BARS

561 - 394 - 2321

September 12, 2000

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Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

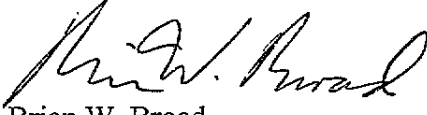
Re: Medi-Fit Management, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office, together with a check payable to the Secretary of State in the amount of \$70.00.

In the event of any questions or comments, please do not hesitate to call. Thank you for your cooperation in this matter.

Sincerely,



Brian W. Broad

BWB/sm  
00-813/state 1  
Enclosures

FILED  
00 SEP 15 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-18  
6002

**ARTICLES OF INCORPORATION**  
**OF**  
**MEDI-FIT MANAGEMENT, INC.**

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00 SEP 15 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is: **MEDI-FIT MANAGEMENT, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address of this corporation shall be:

141 NW 20<sup>th</sup> Street #A-1  
Boca Raton, Florida 33431

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 200 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 141 NW 20<sup>th</sup> Street #A-1, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is Denise Morris.

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the initial Directors are:

Denise Morris  
141 NW 20<sup>th</sup> Street #A-1  
Boca Raton, Florida 33431

Tammy Simpson  
141 NW 20<sup>th</sup> Street #A-1  
Boca Raton, Florida 33431

## ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Denise Morris  
141 NW 20<sup>th</sup> Street #A-1  
Boca Raton, Florida 33431

## ARTICLE VIII - INDEMNIFICATION


The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

## ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Date: 9-8-2000

  
\_\_\_\_\_  
Denise Morris, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MEDI-FIT MANAGEMENT, INC.**
2. The name and address of the registered agent and office is:

Denise Morris  
141 NW 20<sup>th</sup> Street #A-1  
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

Date: 9/8/2000

  
\_\_\_\_\_  
Denise Morris