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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : KLUGER, PERETZ, KAPLAN & BERLIN, P.A.
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Attn: Ellen Widom
(#0110.12)

FLORIDA PROFIT CORPORATION OR P.A.

Team Well Being, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

TEAM WELL BEING, INC.

The undersigned Incorporator, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is TEAM WELL BEING, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address are both 526 San Antonio Avenue, Coral Gables, Florida 33146.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

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

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ARTICLE V**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI**INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this corporation is Miami Center Registered Agents, Inc. The street address of the corporation's initial registered office is 201 South Biscayne Boulevard, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE VIII**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Ronny J. Halperin, Esquire, c/o Kluger, Peretz, Kaplan & Berlin, P.A., 201 South Biscayne Boulevard, 17th Floor, Miami Center, Miami, Florida 33131.

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ARTICLE IX

BYLAWS

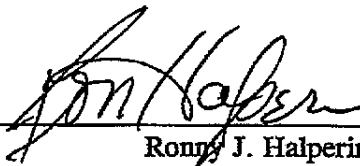
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of October, 2000.



Ronny J. Halperin

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CERTIFICATE OF REGISTERED AGENT

OF

TEAM WELL BEING, INC.

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted in compliance with said Act:

That TEAM WELL BEING, INC., desiring to organize under the laws of the State of Florida with its principal office at 526 San Antonio Avenue, Coral Gables, Florida 33146, County of Miami-Dade, State of Florida, has named Miami Center Registered Agents, Inc., as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 20th day of October, 2000.

MIAMI CENTER REGISTERED AGENTS, INC.

By: _____

Ronny J. Halperin, Vice President

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