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October 17, 2000

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122.50 **78.75

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Healthy Living Center, Inc.

Dear Sir:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$122.50 for filing fee and certified copy fee.

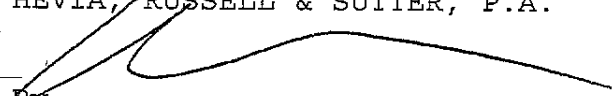
I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles, and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

WILKINS, FROHLICH, JONES,
HEVIA, RUSSELL & SUTTER, P.A.

Phillip Jones GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article I, Add. principal Address
DATE 10-23-00
DOC. EXAM CB

By 
Phillip J. Jones

PJJ/nsf
Enclosures

FILED
00 OCT 20 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Healthy Living Center, Inc.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is Healthy Living Center, Inc. With principal address being, 22959 Bayshore RD Port Charlotte, FL 33980

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation shall be . . . The name of the initial registered agent at such address is Lucia M. Adams, 22959 Bayshore Road, Port Charlotte, FL 33980.

ARTICLE 6. - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the shareholders, but shall never be less than one nor more than three.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 7. - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Lucia M. Adams	22959 Bayshore Road Port Charlotte, FL 33980

ARTICLE 8. - INCORPORATORS

The names and post office addresses of the incorporators of this corporation are:

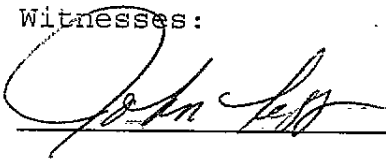
<u>NAME</u>	<u>ADDRESS</u>
Lucia M. Adams	22959 Bayshore Road Port Charlotte, FL 33980

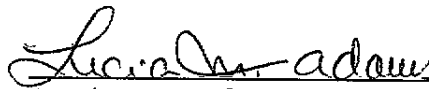
ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals this 17th day of October, 2000.

Witnesses:




Lucia M. Adams



STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Lucia M. Adams to me known to be the persons described as incorporators or who have produced Fla. B.L. A 352-533-59-874-0

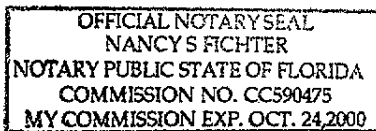
_____ as identification, and who executed the foregoing Articles of Incorporation, and they acknowledged that they executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 17th day of OCTOBER, 2000.

NOTARY PUBLIC:

Nancy S. Fichter
Sign

Nancy S. Fichter
Print Name



CC590475
Commission No. 10/24/00

My commission expires:

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

Healthy Living Center, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 22959 Bayshore Road, Port Charlotte, County of Charlotte, State of Florida, has designated Lucia M. Adams, whose street address is 22959 Bayshore Road, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

Healthy Living Center, Inc.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



Lucia M. Adams

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00 OCT 20 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA