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LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WELLNESS GROUP INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Examiner's Initials

FILED
00 NOV -9 PM 3:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
NOV -9 AON 00
DIVISION OF CORPORATIONS
AM 11-13



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 6, 2000

LAZARUS

MIAMI, FL

SUBJECT: WELLNESS GROUP INC.
Ref. Number: W00000026577

We have received your document for WELLNESS GROUP INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 200A00057503

RECEIVED
00 NOV -9 PM 2:36
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

WELLNESS GROUP OF MIAMI INC.

FILED
00 NOV - 9 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: **WELLNESS GROUP OF MIAMI INC.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
222 S.W. 15 Road Miami, Florida, : 33129

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawfull business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board c of Directors shall find will be in aid of governmental policy;

To pay pension and establish pension plans, profit sharin ing plans, e stock bonus plans, stock option plans,and other incentive plans for any or all of it its directors Officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnershi ip, joint venture, trust, or other enterprises;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that h hi is or was a director, Officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607. 014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares,h having an individual par value of \$ 1.00 one dollar (One dollar each)

Unless otherwise sstated in these articles , or in an amendemnt to these articles there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street adress of the initial Registered Agent of this corporation shall be :
Dina Edo, living at 1099 W 60 Street, Hialeah, 33012

ARTICLE VII

The initial board of directors shall consist of a total of 1 person and the name and address of the person who is to serve as an initial director is :

Dina Edo, 1099 W 60 Street, Hialeah, Florida, 33012.
President

ARTICLE VIII

The name and address of the incorporator executing these Articles of incorporation shall be; **Dina Edo, 1099 W 60 Street t, Hialeah Florida, 33012.**

The Undersigned has executed these Articles of incorporation This 3 day of November , 2000.



INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

First that **WELLNESS GROUP OF MIAMI INC.**
(name of Corporation)
desiring to organize under the laws of the State of FLORIDA with its
(florida)
principal office, as indicated in the articles of incorporation has named:

Dina Edo
(Name of Registered Agent)
located at **222 S.W. 15 Road. Miami, Florida, 33129**

City of **Miami** County of **Dade**
(County)

State of Florida, as its agent to accept service of process within this site.

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.

SIGNATURE

Dina Edo
REGISTERED Agent

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TALLAHASSEE FLORIDA
SECRETARY OF STATE