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Division of Corporations
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**ARTICLES OF INCORPORATION
OF
INSTITUTE FOR ANTI-AGING, INC.**

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The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit, and for that purpose, hereby certify, declare and set forth as follows, to wit;

ARTICLE I - NAME

The name of the corporation shall be:

INSTITUTE FOR ANTI-AGING, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1000) Shares at \$1.00 per share par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the stockholders of this corporation.

ARTICLE IV - CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be Five Hundred (\$500.00) Dollars.

ARTICLE V - CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

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INSTITUTE FOR ANTI-AGING
ARTICLES OF INCORPORATION**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be 2954-B Aventura Blvd., Aventura, Florida, 33180 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the corporation's registered agent is Evan B. Plotka, Esq., Stephen Rakusin, P. A. South Trust Tower, One East Broward Blvd., Suite 1111, Ft. Lauderdale, Florida 33301.

ARTICLE VIII - OFFICERS AND DIRECTORS

The name and address of the first directors and officers of the corporation who shall hold office for the first year or until successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Sam Gershenbaum, D. O.	2954 - B Aventura Blvd. Aventura, FL 33180	President/Director
Bart K. Gershenbaum, D. O.	2954 - B Aventura Blvd. Aventura, FL 33180	Secretary/Treasurer

This corporation shall have at least one, but not more than five directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE IX - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of stock each agrees to take are as follows:

INSTITUTE FOR ANTI-AGING
ARTICLES OF INCORPORATION

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u># OF SHARES</u>
Sam Gershenbaum, D. O.	2954 - B Aventura Blvd. Aventura, FL 33180	President/Director	250
Bart K. Gershenbaum, D. O.	2954 - B Aventura Blvd. Aventura, FL 33180	Secretary/Treasurer	250

ARTICLE X - RESTRICTION ON SALE OF SHARES

Shares of stock held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI - MAINTENANCE OF EQUITY INTEREST IN CORPORATION

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which is already held, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE XII - AMENDMENTS TO CORPORATE DOCUMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the By-laws and to fix any amount to be reserved for working capital.

ARTICLE XIII - LIMITATION OF LIABILITY OF SHAREHOLDERS

The private property of the stockholders shall not be subject to the payment of the corporate

**INSTITUTE FOR ANTI-AGING
ARTICLES OF INCORPORATION**

debts in any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 2nd day of May, 2001.

IN THE PRESENCE OF:

INSTITUTE FOR ANTI-AGING, INC.

Theresa Kohlman
Witness

By: Sam Gershenbaum
Subscriber

ACKNOWLEDGMENT

STATE OF FLORIDA }
COUNTY OF BROWARD } ss:

I, the undersigned officer, duly authorized to take acknowledgments and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared SAM GERSHENBAUM to me well known to be the individual described herein and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

**INSTITUTE FOR ANTI-AGING
ARTICLES OF INCORPORATION**

WITNESS my hand and official seal in the County and State last aforesaid this 2nd
day of May, 2001.

Theresa Kohnman

**Notary Public
State of Florida**

My Commission Number:



Marcia Kopelman
My Commission CC602850
Expires January 19, 2003

My Commission Expires:

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned being the registered agent to the corporation mentioned above, for the purpose of forming a corporation to do business both within and without the state of Florida, under the laws of Florida, hereby states that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

SIGNED this 4th Day of May, 2001.



Evan B. Plotka, Esq.

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ACKNOWLEDGMENT

STATE OF FLORIDA }
} **ss:**
COUNTY OF BROWARD }

I, the undersigned officer, duly authorized to take acknowledgments and administer oaths in the state of Florida at Large, hereby certify that before me personally appeared Evan B. Plotka to

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ARTICLES OF INCORPORATION

me well known to be the individual described herein and who executed the foregoing Acceptance of Duties of Registered Agent for INSTITUTE FOR ANTI-AGING, INC. and he acknowledged he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of May, 2001.

Theresa A. Myers
Notary Public
State of Florida

My Commission Number:

My Commission Expires:



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