

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P01000068258

Institute for Wellness &
Prevention Inc.

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*****78.75 *****78.75

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 11 AM 11:30
TALLAHASSEE, FLORIDA
SUFFICIENCY OF FILING

FILED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
01 JUL 11 PM 2:14

Signature _____

Requested by:
Name Date 7/11 Time 10:39

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
INSTITUTE FOR WELLNESS & PREVENTION, INC.

FILED
01 JUL 11 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **Institute for Wellness & Prevention, Inc.**

ARTICLE II

PURPOSE

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the date of filing of these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at **6800 N. Dale Mabry Highway Suite 154, Tampa, Florida 33614.**

The name and street address of the initial registered agent of the corporation in the State of Florida is: **Frank J. Greco, 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607.** The Board of Directors

may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) or more directors as provided by the By-Laws. This corporation shall have three directors, as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anthony F. Maniscalco	6800 N. Dale Mabry Highway Suite 154, Tampa, Florida 33614.
Ami Drimmer	2727 W. Martin Luther King Blvd. Tampa, Florida 33607
Benedict S. Maniscalco	4404 Old Orchard Drive Tampa, Florida 33624

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Anthony F. Maniscalco	6800 N. Dale Mabry Highway Suite 154 Tampa, Florida 33614.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE IX
BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X
AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by **Anthony F. Maniscalco**.

Dated this 5th day of July, 2001.

Anthony F. Maniscalco

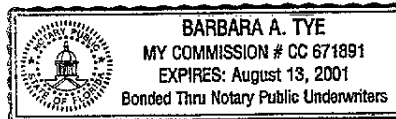
Anthony F. Maniscalco

STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 5th day of July, 2001 by **Anthony F. Maniscalco**, who is personally known to me or who has produced as identification.

Barbara A. Tye
Printed Name: **BARBARA A. TYE**
Notary Public
My Commission Expires: **Aug. 13, 2001**
Serial Number: **CC 671891**



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – That Institute for Wellness & Prevention, Inc., desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named FRANK J. GRECO, located at 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607, as its agent to accept service of process within this state.


Anthony F. Maniscalco

ACKNOWLEDGMENT

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


FRANK J. GRECO
Registered Agent

FILED
01 JUL 11 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA