

# CAPITAL CONNECTION, INC.

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

# P010000068258

Institute for Wellness &  
Prevention Inc.

400004469404--6

-07/11/01--01056--008

\*\*\*\*\*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  
SUFFICIENCY OF FILING  
FILED  
01 JUL 11 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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

#### ARTICLE VII

##### INCORPORATOR

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

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

#### 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 5<sup>th</sup> day of July, 2001.

**Anthony F. Maniscalco**

*Anthony F. Maniscalco*

STATE OF FLORIDA

COUNTY OF Hillsborough

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

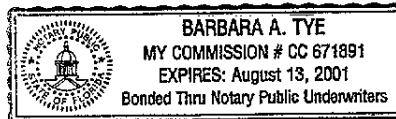
*Barbara A. Tye*

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