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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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## To:

Division of Corporations  
Fax Number : (850) 205-0381

## From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

## FLORIDA PROFIT CORPORATION OR P.A.

STRESS WATCHERS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

STRESS WATCHERS, INC.

ARTICLE I-CORPORATE NAME

The name of this Corporation is : STRESS WATCHERS, INC.

ARTICLE II- NATURE OF BUSINESS AND POWERS

The principal nature of the business to be transacted by this corporation is to engage in any business permitted under the Laws of the State of Florida, and specially in the stress managemnet program business.

ARTICLE III.- CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is (1,000) shares of common stock having a per value of (\$1.00) per share.

ARTICLE IV- TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V- REGISTERED AGENT AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Margherita Blanc, 200 Ocean Lane Drive, Suite 206, Key Biscayne, Florida, 33149. The street address of the principal office of this corporation shall be 200 Ocean Lane Drive, Ste. 206, Key Biscayne, Florida, 33149. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

THIS INSTRUMENT PREPARED BY ROGER A. PUIG, ESQ. FB#232246

ARTICLE VI- BOARD OF DIRECTORS

This corporation shall have (3) directors(s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII- INITIAL DIRECTOR(S)

The name of the initial director(s) of this Corporation and their street addresses are:

NAME

ADDRESS

Beatriz J. Osorio

1046 Milan Avenue  
Coral Gables, Fl. 33134

Martha Muguerra

4004 San Amaro Drive  
Coral Gables, Fl. 33134

Margherita Blanc

200 Ocean Lane Drive, Ste. 206  
Key Biscayne, Fl. 33149

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII- INCORPORATOR

The name and street address of the person signing these Article of Incorporation as the Incorporator is:

NAME

ADDRESS

Margherita Blanc

200 Ocean Lane Drive, Ste. 312  
Key Biscayne, Florida, 33149

ARTICLE IX- AMENDMENTS

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 stockholder's meeting by at least a majority of the stockholders

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entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Article of Incorporation on this 4th day of February 2002.

Margherita Blanc  
INCORPORATOR

ACKNOWLEDGEMENT OF REGISTERED AGENT

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.

Margherita Blanc  
REGISTERED AGENT

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, Margherita Blanc, the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation, on this 4 day of February 2002, and showed as identification FEA DRIVER LICENSE.

Paul J. [Signature]  
NOTARY PUBLIC AT LARGE  
STATE OF FLORIDA

MY COMMISSION EXPIRES:



Pedro A. Pulg  
My Commission 00049126  
Expires September 08, 2005

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