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EXPRESS CORPORATE FILING SERVICE INC.

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OFFICE USE ONLY

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

1. HEALTHPRO, INC.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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-07/31/02-01051-020

\*\*\*\*472.50 \*\*\*\*78.75

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



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 31, 2002

EXPRESS CORPORATE FILING SERVICES INC.

SUBJECT: HEALTHPRO, INC.  
Ref. Number: W02000022087

RECEIVED  
02 AUG - 7 PM 12:10  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for HEALTHPRO, INC. and your check(s) totaling \$472.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 002A00046169

ARTICLES OF INCORPORATION  
OF

**HEALTHPRO – SCREENING & WELLNESS, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 – NAME

The name of the corporation shall be:

**HEALTHPRO – SCREENING & WELLNESS, INC.**

ARTICLE 2 – DURATION

The term of existence of the corporation is perpetual.

ARTICLE 3 – PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4 – CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100 all of which shall be common shares with no par value.

ARTICLE 5 – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 9300 Sunset Drive 2<sup>nd</sup> Floor, Miami, FL 33173, and the name of the initial registered agent and registered office is:

**Victoria R Franco**  
3672 Bayview Road  
Coconut Grove, Florida 33133-6503

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## ARTICLE 6 – DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

## ARTICLE 7 – COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on  
AUG. 1, 2002.

## ARTICLE 8 – INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

**Victoria R. Franco**  
3672 Bayview Road  
Coconut Grove, Florida 33133

**Daniel William Coho**  
8357 SW 137<sup>th</sup> Avenue  
Miami, Florida 33183

**Alejandra Sefchen Coho**  
8357 SW 137<sup>th</sup> Avenue  
Miami, Florida 33183

## ARTICLE 9 – DIRECTOR(S) / OFFICER(S)

**Victoria R. Franco**  
President  
3672 Bayview Road  
Coconut Grove, Florida 33133

**Daniel William Coho**  
Vice President  
8357 SW 137<sup>th</sup> Avenue  
Miami, Florida 33183

**Alejandra Sefchen Coho**  
Secretary / Treasurer  
8357 SW 137<sup>th</sup> Avenue  
Miami, Florida 33183

## ARTICLE 10 – PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

## ARTICLE 11 – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of the corporation.

## ARTICLE 12 – SHAREHOLDER ACTION

All of the shareholders of the corporation shall be required for any shareholder action.

## ARTICLE 13 – AMENDMENT OF ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders meeting, with no less than majority vote of the common stock.

## ARTICLE 14 – CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the numbers of directors to be elected multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or another principal officer of said corporation not less than twenty four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

## ARTICLE 15 – STOCK TRANSFER RESTRICTIONS

- A. A shareholder may not transfer, sell, assign, pledge or otherwise dispose of his shares of stock on this corporation until such shares have first been offered to the corporation by written notice. The offer to sell the stock shall be made to the corporation at a negotiable price and said offer shall remain open to the corporation for a period of thirty days after receipt of the offer by the corporation. In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rate proportion of their shares to the total number of outstanding shares less the shares of the offering shareholder. In the event the offer shall not be accepted within thirty days after receipt of the offer by the shareholder, the shares may be transferred to the interested outside purchaser at that price.
- B. In the event of death of any shareholder, the corporation shall have first option to purchase the stock of the corporation by so notifying the personal representative of the estate of the deceased shareholder within thirty days after notification by the personal representative of death of a shareholder. The purchase price shall be the book value of the decedent stock, unless some other value is stipulated in a separate agreement executed by the stockholders and the corporation.

IN WITNESS WHEREOF, I have subscribed my name on  
July 29<sup>th</sup>, 2002.

  
Shareholder, Incorporator

  
Shareholder, Incorporator

  
Shareholder, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.325, 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:

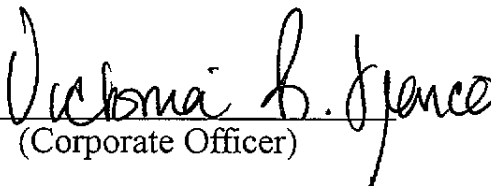
1. The name of the corporation is:

**HealthPro - Screening & Wellness, Inc.**

2. The name and address of the registered agent and office is:

**Victoria R Franco**  
3672 Bayview Road  
Coconut Grove, Florida 33133-6503

SIGNATURE:

  
(Corporate Officer)

TITLE: PRESIDENT

DATE: JULY 29<sup>th</sup>, 2002

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE:

  
(Corporate Officer)

TITLE: PRESIDENT