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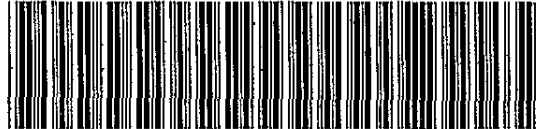
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03 MAY -5 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **TRANSMITTAL LETTER**

**Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314**

**Subject: HealthFair International, Inc.  
(Proposed Corporate Name)**

**Enclosed is an original and one (1) copy of the Articles of Corporation  
and a check for \$78.75 for the Filing Fee & Certificate of Status.**

**From: Gary Phillips  
1890 Semoran Blvd. Suite 319  
Winter Park, FL 32792  
407-672-9090**

**ARTICLES OF INCORPORATION  
OF  
HEALTHFAIR INTERNATIONAL, INC.**

**FILED  
03 MAY -5 AM 11:05**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation shall be HealthFair International, Inc.

**ARTICLE II - BUSINESS AND ACTIVITIES**

This Corporation is authorized to engage for operation as business intermediaries as permitted and under the laws of the United States and of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The authorized capital stock of this corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at anyone time is 1,000 share of common stock having a par value of \$.01 per share.

**ARTICLE IV - TERM OF EXISTENCE**

The effective date upon which this Corporation shall come into existence shall be as of the date of the filing of these Articles of Incorporation, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - INITIAL CORPORATE OFFICE;  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial corporate office is 1890 Semoran Blvd. Ste. 319, Winter Park, Florida 32792. The initial registered office of this Corporation is 1890 Semoran Blvd., Winter Park, Florida 32792, and the name of the initial registered agent of this Corporation at that address is Gary Phillips.

**ARTICLE VI - DIRECTORS**

- A. The initial number of Directors of this Corporation shall be two (2).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation. In no event, however, shall the number of Directors be less than one (1).
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorized and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Terrence Diaz	1890 Semoran Blvd. Ste. 319 Winter Park, FL 32792
Nazila Talebly	1890 Semoran Blvd. Ste. 319 Winter Park, FL 32792

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the propose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### **ARTICLE VII - INCORPORATOR**

The name and street address of the Incorporator signing these Articles is:

Nazila Talebly  
1890 Semoran Blvd. Ste. 319  
Winter Park, Florida 32792

#### **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify each of its officers and directors, whether or not then in office, and his executor, administrator or heirs, against any and all actual expenses actually and necessarily incurred by him, including, but not limited to attorneys' fees, in connection with the defense of any litigation, administrative procedure or suit to which he may have been made a party because he is or was a director or an officer of the Corporation. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for negligence or misconduct in the performance of his duties. The right to indemnity for expenses settled if the court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

#### **ARTICLE IX - LOST OR DESTROYED CERTIFICATES**

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

#### **ARTICLE X - AMENDMENT TO ARTICLES**

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 Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE XI - BYLAWS**

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The power to adopt, alter, amend or repeal Bylaws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any Bylaws adopted by the Directors which are inconsistent with any Bylaws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders.

03 MAY 15 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE XII - NO PREEMPTIVE RIGHTS**

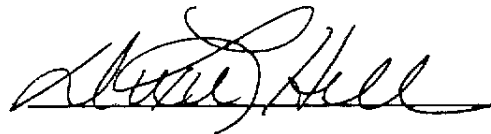
No Shareholder of this Corporation shall have any preemptive or preferential right, as there are defined by law, to subscribe for or purchase shares or securities which the Corporation may from time to time issue or sell.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of April, 2003.

  
Nazila Talebly

STATE OF FLORIDA  
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 30th day of April, 2003, by Nazila Talebly as Incorporator of HealthFair International, INC., Inc., a Florida corporation, who is personally known to me.





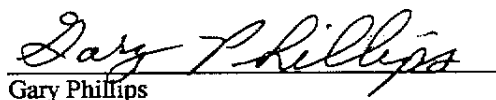
Dixie L. Hill  
My Commission DD170296  
Expires March 12, 2006

Notary Public, State of Florida  
My Commission Expires: 3-12-06

**ACCEPTANCE BY REGISTERED AGENT**

I **HEREBY** am familiar with and accept the duties and responsibilities as registered agent for HealthFair International, Inc.

**DATED** this 30th day of April, 2003.

  
Gary Phillips