

FEB-02-04 MON 05:55 AM

LAZARUS CORPORATION

FAX: 305 220 1440

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FLORIDA PROFIT CORPORATION OR P.A.

WELL-NESS CENTER OF PALM BEACH COUNTY INC.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 26, 2004

LAZARUS

SUBJECT: WELL-NESS CENTER OF PALM BEACH INC.
REF: W04000003230

We have received your document for WELL-NESS CENTER OF PALM BEACH INC. and your check(s) totaling \$. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P02000036786.

If you have any further questions concerning your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

FAX Aud. #: H04000014659
Letter Number: 804A00004510

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LAZARUS CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WELL-NESS CENTER OF PALM BEACH County Inc.

We, the undersigned, hereby associate ourselves together under the laws of the State of Florida, under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities for a Corporation for profit, generally and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE ONE
Name of the Corporation

The name of this Corporation shall be:

WELL-NESS CENTER OF PALM BEACH COUNTY INC.

ARTICLE TWO
Nature of Business

The general nature of the business to be transacted by this Corporation shall be:

Any activity and business permitted under the laws of the State of Florida, including but not limited to health care services.

ARTICLE THREE
Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 500 shares each having a par value of \$1.00 per share of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Director, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

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ARTICLE FOUR
Initial Capital

The amount of capital with which this Corporation shall begin business shall be: **Five Hundred Dollars (\$500.00)**

ARTICLE FIVE
Term of Existence

This Corporation shall have perpetual existence.

ARTICLE SIX
Principal Office

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

1981 S. Military Trail
West Palm Beach Fl. 33415

ARTICLE SEVEN
Directors

There shall be an Initial Board of Directors for this Corporation which shall consist of **ONE** officers, but shall never be less than **ONE**. Each of said Directors shall be of full age and each of them shall be residents of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the corporation, by the same vote as required to elect a Director.

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ARTICLE EIGHT
Initial Board of Directors

The names and addresses for the initial Board of Directors is as follows:

NAME	ADDRESS	OFFICE
Israel Machin	1981 S. Military Trail West P. Beach, Fl. 33415	President

ARTICLE NINE
Incorporators

The name and addresses of each subscriber to these Articles of Incorporation and the number of shares each agrees to purchase are:

NAME	ADDRESS	NO. OF SHARES
Israel Machin	1981 S. Military Trail West P. Beach, Fl. 33415	500

ARTICLE TEN
Conflict of Interest

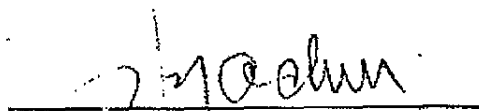
No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be fully disclosed to each of the other shareholders and officers of the corporation or shall have been known to the Board of directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of directors of this Corporation, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

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ARTICLE ELEVEN
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purpose stated therein this 12nd day of January, 2004



Israel Machin
President

NO 4000014659

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

WELL-NESS CENTER OF PALM BEACH COUNTY INC.

2.- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

Israel Machin
1981 S. Military Trail
West P. Beach, Fl. 33415

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

SIGNATURE

DATE

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TALLAHASSEE, FLORIDA

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