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FRANK J. YONG, P.A.

4570 ST. JOHNS AVENUE, SUITE 1A
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FRANK J. YONG
KATHLEEN M. SMITH, Paralegal

March 1, 2004

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Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

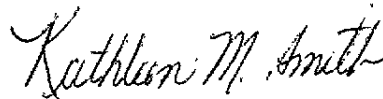
Re: Living Well - by Design, Inc.

Dear Sir or Madam:

Enclosed for filing with the Division of Corporations are Articles of Incorporation and a Certificate Designating Registered Agent for the referenced entity. Also enclosed is a copy of a letter received from your office indicating that our prior set of Articles of Incorporation were rejected for filing due to name availability. We have previously paid the \$78.75 fee representing your filing fees for these two documents of \$70.00 and \$8.75 to obtain a certified copy when available. **Please forward the certified copy to the undersigned at your earliest convenience.**

Thank you for your attention to this matter. Please do not hesitate to contact this office should you have questions regarding this matter.

Very truly yours,



Kathleen M. Smith, CLAS
Certified Legal Assistant

/kms
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 7, 2004

FRANK J YONG PA
4570 ST JOHNS AVE STE 1A
JACKSONVILLE, FL 32210

SUBJECT: THE GOOD LIFE, INC.
Ref. Number: W04000005284

We have received your document for THE GOOD LIFE, INC. and your check(s) totaling \$78.75. 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.

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) 245-6904.

Freida Chesser
Document Specialist
New Filings Section

Letter Number: 504A00008480

**ARTICLES OF INCORPORATION
OF**

LIVING WELL - by Design, Inc.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

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TALLAHASSEE, FLORIDA
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ARTICLE I

Name

The name of the corporation is **LIVING WELL - by Design, Inc.**

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 4552 Harbour North Court, Jacksonville, Florida 32225.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital stock

(a) **Authorized Capital**. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

(b) **Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4552 Harbour North Court, Jacksonville, Florida 32225, and the name of the initial registered agent of this corporation at that address is 4552 Harbour North Court, Jacksonville, Florida 32225.

ARTICLE VII

Directors

(a) **Number.** This corporation shall have no directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Incorporator

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

F. Jeffrey Simms
4552 Harbour North Court
Jacksonville, Florida 32225

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the Incorporator has executed these Articles the 27th
day of February, 2004.


F. JEFFREY SIMMS

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 27th day of February
2004, by F. JEFFREY SIMMS, who is personally known to me and who took an oath.

NOTARY PUBLIC:


Kathleen M. Smith

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

LIVING WELL - by Design, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates **Linda K. Simms** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4552 Harbour North Court, Jacksonville, Florida 32225.

DATED this 27th day of February, 2004.


F. JEFFREY SIMMS, Incorporator

Having been named as registered agent 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 provisions 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.

DATED this 27th day of February, 2004.


LINDA K. SIMMS, Registered Agent

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