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GRAY ROBINSON

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FLORIDA PROFIT CORPORATION OR P.A.

THE HEALTH IMPROVEMENT CENTERS OF AMERICA, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 3, 2005

GARY HARRIS & ROBINSON

SUBJECT: THE HEALTH IMPROVEMENT CENTERS OF AMERICA, INC.  
REF: W05000027517

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

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Becky McKnight  
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New Filings Section

FAX Aud. #: W05000137185  
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION  
OF  
THE HEALTH IMPROVEMENT CENTERS OF AMERICA, INC.**

THE UNDERSIGNED, for and on behalf of THE HEALTH IMPROVEMENT CENTERS OF AMERICA, INC., a Florida corporation (the "Corporation"), hereby executes these Articles of Incorporation of the Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be THE HEALTH IMPROVEMENT CENTERS OF AMERICA, INC.

**ARTICLE II - ADDRESS**

The mailing address of the corporation is 9430 Turkey Lake Road, Suite 112, Orlando, Florida 32819.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

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IN AND FOR THE COUNTY OF ORANGE, FLORIDA

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ARTICLE V - DURATION

This corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

301 East Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the registered agent of this corporation at that address shall be:

David L. Schick

ARTICLE VII - BOARD OF DIRECTORS

A. This corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time by the shareholders, but shall never be less than one (1). No decrease shall have the effect of shortening the term of any incumbent director.

B. Directors shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a shareholders' meeting at which a quorum is present.

C. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

ARTICLE VIII - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws.

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ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with a shareholders agreement between this corporation and its shareholders setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended only by the Shareholders.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Frank P. Campisi	9430 Turkey Lake Road, Suite 112 Orlando, Florida 32819

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IN WITNESS WHEREOF, the undersigned Incorporator, has hereunto set his hand, this 24 day of May, 2005.

  
Frank P. Campisi

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 24 day of May, 2005, by Frank P. Campisi.

  
Signature of Notary Public

Helen Pritchard  
(Print Notary Name)  
My Commission Expires: June 28, 2008  
Commission No.: DD346393

AFFIX NOTARY STAMP




☒ Personally known, or  
☐ Produced Identification  
Type of Identification Produced:  
\_\_\_\_\_

## CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of The Health Improvement Centers of America, Inc., I hereby accept and agree to act in this capacity.

Dated: 5-31-05

  
David L. Schick