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**FLORIDA PROFIT CORPORATION OR P.A.**

**integrated health and wellness associates, inc.**

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ARTICLES OF INCORPORATION  
OF  
INTEGRATED HEALTH AND WELLNESS ASSOCIATES, INC.

EFFECTIVE DATE  
1-22-05

The undersigned, acting as incorporator of Integrated Health and Wellness Associates, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is Integrated Health and Wellness Associates, Inc.

ARTICLE II COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of subscription and acknowledgment of these Articles of Incorporation by the Secretary of State, State of Florida.

ARTICLE III PRINCIPAL PLACE OF BUSINESS

The principal place business shall be 45 NW 8<sup>th</sup> Street, Suite 102, Homestead, Fl. 33030.

ARTICLE IV DURATION

The corporation will exist perpetually.

ARTICLE V PURPOSE

This corporation shall serve as holding company that may engage in any activity or business permitted under the laws of the United States and Florida.

More specifically, the general purpose or purposes for which the holding company is organized are as follows:

Health and Wellness Center

Law Offices of Fernando Pomares, P.A.  
3431 SW 107<sup>th</sup> Avenue  
Miami, Fla. 33165  
Florida Bar Number- 088341

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#### **ARTICLE VI AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at this time is 1000 shares of Class A common stock, having par value of .001 cent per share. The consideration to be paid for each share of Class A common stock shall be fixed by the board of directors and may be paid in whole or in part in cash other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 45 NW 8<sup>th</sup> Street, Suite 102, Homestead, Fla. 33030 and the name of the corporation's initial registered agent at the address is Monica Costa Moreno.

I HEREBY accept duties and responsibilities as Registered Agent

  
\_\_\_\_\_  
Monica Costa Moreno

#### **ARTICLE VIII INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one(1) or more than five (5): The name and street address of the initial directors are:

Name  
Monica Costa Moreno - President / Treasurer

Address  
45 NW 8<sup>th</sup> Street, Suite 102  
Homestead, Fla. 33030

### **ARTICLE IX MANAGEMENT BY SHAREHOLDERS**

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors. The name and street addresses of the original shareholders are:

<u>Name</u>	<u>Address</u>
Monica Costa Moreno	45 NW 8 <sup>th</sup> Street, Suite 102 Homestead, Fl. 33030

### **ARTICLE X INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Monica Costa Moreno	45 NW 8 <sup>th</sup> Street, Suite 102 Homestead, Fl. 33030

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this corporation, this assignment becoming effective on the date corporate existence begins.

### **ARTICLE XI CUMULATIVE VOTING**

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either

cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

#### ARTICLE XII BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and shareholder, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE XIII BYLAWS / ARTICLES

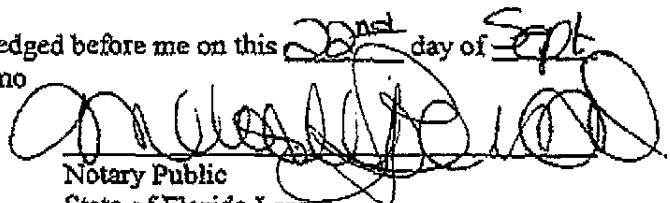
The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, undersigned incorporator has executed these Articles of Incorporation this 22<sup>nd</sup> day of September, 2005.

  
\_\_\_\_\_  
Monica Costa-Moreno, President

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me on this 22<sup>nd</sup> day of Sept, 2005, by Monica Costa Moreno

  
\_\_\_\_\_  
Notary Public  
State of Florida Large

\_\_\_\_\_  
Personal knowledge  
\_\_\_\_\_  
Produced identification  
Type of identification: \_\_\_\_\_



Melody Bemol  
My Commission DD150040  
Expires October 22, 2005

TOTAL P.06

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### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Integrated Health and Wellness Associates, Inc. in the foregoing Articles of Incorporation, I, on behalf of Integrated Health and Wellness Associates, Inc. a Florida corporation, hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

MONICA COSTA MORENO, REGISTERED AGENT

By:   
Monica Costa Moreno

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