

P06000122737

(Requestor's Name)

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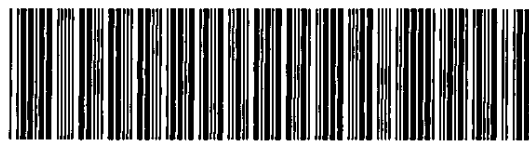
(Business Entity Name)

(Document Number)

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06 SEP 25 PM 3:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB 9-25-06  
606-38764

## COVER LETTER

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

SUBJECT: \_\_\_\_\_

The Wellness Institute, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: \_\_\_\_\_

Pamela A. Berryman

Name (Printed or typed)

1155 Brickell Bay Dr., #1401

Address

Miami, FL 33131

City, State & Zip

(305) 281-6839

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 1, 2006

PAMELA A. BERRYMAN  
155 BRICKELL BAY DR #401  
MIAMI, FL 33131

SUBJECT: THE WELLNESS INSTITUTE, INC.  
Ref. Number: W06000038764

We have received your document for THE WELLNESS INSTITUTE, INC. and your check(s) totaling \$87.50. 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 existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filing Section

Letter Number: 706A00053582

Articles Of Incorporation  
Of  
Center for Wellness Managment, Inc.

FILED  
06 SEP 25 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations, of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

Article I

The name of this corporation shall be: Center for Wellness Management, Inc.

Article II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

Article III

The principle place of business and mailing address of this corporation shall be:  
1155 Brickell Bay Drive, #1401, Miami, Florida 33131.

Article IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
  - a. To have perpetual succession by its corporate name;
  - b. To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
  - c. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

- d. To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- e. To sell, convey, mortgage, pledge, and create a security interest in, lease exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- f. To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;
- g. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or their interest in, obligations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- h. To make contracts and guarantees and incur liabilities, borrow money at such rates of interests as the corporation may determine, issue its notes, bonds , and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- i. To lend money for its corporate purposes, invest and reinvest its fund, and take and hold real and personal property as security of the payment of funds so loaned or invested;
- j. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
- k. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- l. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration,
- m. To make donations for the public welfare or for charitable, scientific, or educational purposes;
- n. To transact any and all lawful business which the board of directors shall find will in aid of governmental policy;
- o. To pay pensions and establish pension plan, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

- p. To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprises;
- q. To have and exercise all powers necessary or convenient to effect its purposes; and
- r. To indemnify any person who by reason of the fact that he is or was director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014.

#### Article V

The aggregate number of shares which this corporation shall have authority to issue in the total sum of 1000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these Articles, there shall be only one (1) class of stock of this Corporation.

#### Article VI

The name and street address of the initial Registered Agent of this Corporation shall be:

Pamela A. Berryman  
1155 Brickell Bay Drive, #1401  
Miami, FL 33131

#### Article VII

The initial Board of Directors shall consist of a total of 1 person and the name and address of the person who is to serve as an initial Director is:

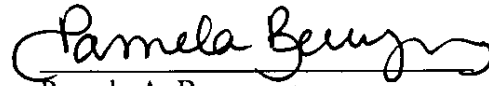
Pamela A. Berryman  
1155 Brickell Bay Drive, #1401  
Miami, FL 33131

#### Article VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Pamela A. Berryman  
1155 Brickell Bay Drive, #1401  
Miami, FL 33131

The undersigned has executed these Articles of Incorporation this 20 day  
of September 2006.

A handwritten signature in black ink, appearing to read "Pamela Berryman", written over a horizontal line.

Pamela A. Berryman  
Incorporator

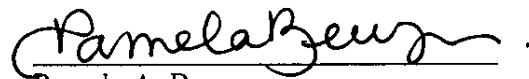
Certificate of Designation  
Registered Agent/Registered Office

FILED  
06 SEP 25 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered officer/registered agent, in the State of Florida.

First that, CENTER FOR WELLNESS MANAGEMENT, INC. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation, has named PAMELA A. BERRYMAN, located 1155 Brickell Bay Drive, #1401, Miami, Florida 33131, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION A TH PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION/S OF ANY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Pamela A. Berryman  
Registered Agent