



Harter Secrest & Emery LLP

ATTORNEYS AND COUNSELORS

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May 22, 2008

VIA FEDERAL EXPRESS

CLIENT/MATTER NUMBER
095246.000001

Division of Corporations
Department of State
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: GI Juice, Inc., a Florida corporation

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above captioned Florida corporation. Also enclosed is this firm's check in the amount of \$78.75 representing payment of the following fees:

- File Articles of Incorporation (in duplicate) - \$35.00
- Registered Agent Fee - \$35.00
- Certified Copy of Record - \$ 8.75

Upon approval and filing of these articles, please furnish the certified copy and certificate of status to our office using the enclosed, self-addressed stamped envelope.

If anything further is required, please call our office. Thank you for your assistance in this matter.

Very truly yours,

Harter Secrest & Emery LLP

John S. Sarrett

DIRECT DIAL: (239) 598-5810
E-MAIL: JSARRETT@HSELAW.COM

JSS/pac
Enclosures

ARTICLES OF INCORPORATION
OF
GI JUICE, INC.
(a corporation for profit)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is GI JUICE, INC.

ARTICLE II
DURATION

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III
PURPOSES AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000) SHARES of common stock. Such shares shall consist of one class only and shall have a par value of \$.01 per share.

ARTICLE V
PRINCIPAL OFFICE

The street address of the corporation's initial principal office shall be 685 Lismore Lane Naples, Florida 34108, and the corporation's initial mailing address shall be the same.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 1064 Goodlette Road, Naples, Florida 34102, and the name of its initial registered agent at that office is RAYMOND W. PHILLIPS, M.D.

ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers 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 of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	RAYMOND W. PHILLIPS, M.D.
Vice President:	MARIAN LEVY PHILLIPS
Secretary:	MARIAN LEVY PHILLIPS
Treasurer:	RAYMOND W. PHILLIPS, M.D.

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be TWO. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

RAYMOND W. PHILLIPS, M.D.
1064 Goodlette Road
Naples, FL 34102

MARIAN LEVY PHILLIPS
685 Lismore Lane
Naples, FL 34108

ARTICLE XI
NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

RAYMOND W. PHILLIPS, M.D.
1064 Goodlette Road
Naples, Florida 34102

ARTICLE XII
BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII
MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

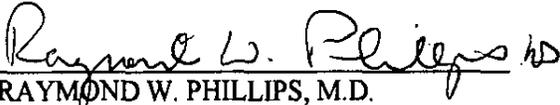
ARTICLE XIV
QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

ARTICLE XV
AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, I have subscribed my name on this 8th day of May, 2008.


RAYMOND W. PHILLIPS, M.D.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, 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 state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: May 21st 2008


RAYMOND W. PHILLIPS, M.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED