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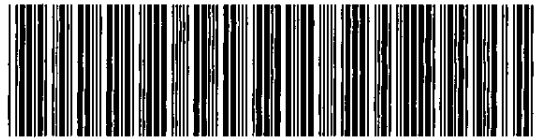
(Business Entity Name)

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2008 MAY 23 P 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 27 2008  
D. A. WHITE



**Harter Secrest & Emery LLP**

ATTORNEYS AND COUNSELORS

WWW.HSELAW.COM

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

2000 MAY 23 P 2: 35

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.

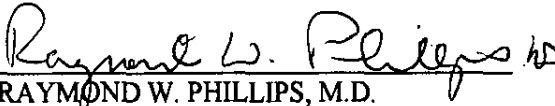
**ARTICLE XIV**  
**QUORUM AT SHAREHOLDERS' MEETING**

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 8<sup>th</sup> 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 8<sup>th</sup> 2008

  
RAYMOND W. PHILLIPS, M.D.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA