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**FLORIDA PROFIT/NON PROFIT CORPORATION  
HEALTH AND WELLNESS SYSTEMS, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**HEALTH AND WELLNESS SYSTEMS, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE 1 - NAME**

The name of the corporation is: **HEALTH AND WELLNESS SYSTEMS, INC.**  
(hereinafter, "Corporation").

**ARTICLE 2 - NATURE OF BUSINESS**

This corporation shall engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of the corporation is 8130 Glades Road, #267, Boca Raton, FL 33434.

**ARTICLE 4 - INCORPORATOR**

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

Courtland Twyman  
8130 Glades Road, #267  
Boca Raton, FL 33434

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### **ARTICLE 5 - CAPITALIZATION**

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized at any time to issue and have outstanding is seven thousand five hundred (7,500) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

### **ARTICLE 6 - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

### **ARTICLE 7 - OFFICERS**

The officer(s) of this corporation shall be:

President:	Courtland Twyman
Secretary:	Courtland Twyman
Treasurer:	Courtland Twyman

whose address(es) shall be the same as the principal office of this Corporation.

### **ARTICLE 8 - DIRECTORS**

The initial Board of Directors shall consist of one (1) Member. The name(s) of the person(s) who will serve on the initial Board of Directors is:

Courtland Twyman

whose address shall be the same as the principal office of this Corporation.

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#### **ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation is 8130 Glades Road, #267, Boca Raton, FL 33434. The registered agent of this Corporation is Courtland Twyman.

#### **ARTICLE 10 - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### **ARTICLE 11 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

The shares of stock of the Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of the shareholders and the transferability of said shares of stock. A copy of the Shareholders' Restrictive Agreement (If any) is on file at the offices of the Corporation.

#### **ARTICLE 12 - AMENDMENT**

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

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**ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation are to be effective on the 1<sup>st</sup> day of January, 2010.

IN WITNESS THEREOF, the undersigned has hereunto set their hand and seal, and acknowledged these foregoing Articles of Incorporation under the laws of the State of Florida, this December 07, 2009.

Courtland Twyman  
Courtland Twyman, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The undersigned, Courtland Twyman, having a business office identical with the registered office of the above Corporation, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Courtland Twyman  
Courtland Twyman, Registered Agent  
Date: 12-7-09

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