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## Florida Department of State

Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
HEALTH & WELLNESS CENTER OF MIAMI, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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ARTICLES OF INCORPORATION

OF

HEALTH & WELLNESS CENTER OF MIAMI, INC.

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF  
INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE  
LAWS OF THE STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE HEALTH & WELLNESS  
CENTER OF MIAMI, INC.

ARTICLE II - COMMENCEMENT & DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER  
DISSOLVED ACCORDING TO LAW.

ARTICLE III - ADDRESS

THE PRINCIPAL ADDRESS OF THE CORPORATION IS 20433 OLD CUTLER  
ROAD, MIAMI, FL. 33189.

ARTICLE IV - STATED CAPITAL

THE CORPORATION IS AUTHORIZED TO ISSUE THE FOLLOWING CAPITAL  
STOCK:

| <u>NO. SHARES</u> | <u>CLASSIFICATION</u> | <u>PAR VALUE</u> |
|-------------------|-----------------------|------------------|
| 100,000           | COMMON                | \$1.00           |

DOCUMENTS PREPARED BY POY H. HAMMONS  
14105 S. W. 82 AVE., MIAMI, FLA. 33156  
(305) 378-5401

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SUBJECT TO APPLICABLE FLORIDA STATUTES, EVERY SHAREHOLDER, UPON THE SALE OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS HE OR SHE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO-RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED BY OTHERS.

ARTICLE V - REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THE CORPORATION IS FOY H HAMMONS, 14105 S. W. 82 AVE., MIAMI, FL. 33158.

ARTICLE VI - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION IS FOY H. HAMMONS, 14105 S. W. 82 AVE., MIAMI, FL. 33158.

ARTICLE VII - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE 1 DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME THEREAFTER IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS RUSSELL P. ROGG, 16715 S. W. 87 PLACE, MIAMI, FL. 33157.

ARTICLE VIII - SHAREHOLDER PROPERTY

PRIVATE PROPERTY OF THE SHAREHOLDERS SHALL NOT BE SUBJECT TO

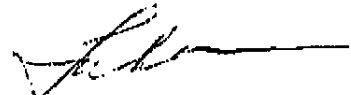
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THE PAYMENT OF THE CORPORATION'S DEBTS. THE CORPORATION SHALL HAVE A FIRST LIEN ON THE SHARES OF ITS SHAREHOLDERS AND UPON THE DIVIDENDS DUE THEM FOR ANY INDEBTEDNESS OF THE SHAREHOLDERS TO THE CORPORATION.

ARTICLE IX - AMENDMENTS TO ARTICLES

THE SHAREHOLDERS SHALL HAVE THE POWER TO AMEND OR REPEAL THESE ARTICLES OF INCORPORATION WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.

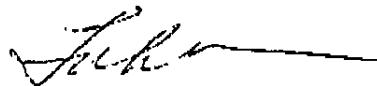
IN WITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR, HEREBY EXECUTES THESE ARTICLES OF INCORPORATION THIS 20 DAY OF March, 2013.

  
\_\_\_\_\_  
INCORPORATOR

**ACCEPTANCE BY REGISTERED AGENT**

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT FOR HEALTH & WELLNESS CENTER OF MIAMI, INC.

DATED THIS 20 DAY OF March, 2013

  
\_\_\_\_\_  
REGISTER AGENT

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TALLAHASSEE, FLORIDA

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