P95000004316

RON STOREY

ATTORNEY AT LAW P.O. BOX 6567 214 WEST THOY STREET DOTHAN, ALABAMA 36302

(205) 793-7635

January 13, 1994

Secretary of State Division of Corporations P.O. Box 6327

Tallahasseo, FL 32314

0.0000000013682230 -01/47/95--01147--010 ++++70,00 ++++70.00

Ro: Hoalth and Woalth Notwork, Inc.

Enclosed are the following:

- (1) Original Articles of Incorporation and Certificate Designating Registered Agent for above-referenced corporation.
- (2) Copy of Articles of Incorporation and of Certificate Designating Registered Acent.
- (3) Check in the amount of \$70.00 made payable to Florida Secretary of State.

Please file such documents and forward to me a certificate of status.

Should you need to call someone concerning this matter, please call my office at (334) 793-7635.

Thank you for your assistance in this matter.

Sincerely,

Ron Storey

Florida Bar No. 169750

JRS/dj \WP51\SECRETA1.LET ENCLOSURES

DEB/18/00,73/17

PREPARED BY:

RON STOREY
ATTORNEY AT LAW
FLORIDA BAR NO. 169750
214 WEST TROY STREET
P.O. BOX 6567
DOTHAN, ALABAMA 36302

FILED
1995 JAN 17 AM II: 04
TALLA MALLE, FLORIDA

ARTICLES OF INCORPORATION

OF

HEALTH AND WEALTH NETWORK, INC.

We, the undersigned, Glenn Flournoy, Route 2, Box 73B, Graceville, Florida 32440; Tammy Flournoy, Route 2, Box 73B, Graceville, Florida 32440; and Norma Dunn, 1204 Judson Street, Dothan, Alabama 36301, desiring to become a body corporate pursuant to the Laws of the State of Florida and desiring to form a close corporation under the name and for the purposes hereinafter set forth, do pursuant to the Statutes of the State of Florida, hereby declare and certify as follows:

ARTICLE ONE

 $\underline{\text{NAME}}$. The name of the Corporation is Health and Wealth Network, Inc.

ARTICLE TWO

OBJECTS AND PURPOSES. The objects and purposes for which the Corporation is formed are:

1. To purchase, merchandise, sell, offer for sale, distribute at wholesale and retail, and otherwise deal in the network marketing of health and wealth products as well as products of all types, and to do whatever is necessary and

expedient to the operation of such business.

- 2. To ongage in way and all business permitted under the laws of the state of Florida.
- 3. To purchase, take in exchange, or by gift or otherwise, hold, own, maintain, work, develop, sub-divide, improve, sell, convey, encumber by mortgage, deed of trust, or otherwise, lease or otherwise acquire and dispose of, real and personal property and any interest or right therein of every kind, character and description whatsoever and wheresoever situated.
- 4. To apply for, acquire, register, use and hold, sell, assign, or otherwise dispose of, any letters patent of the United States or of any foreign country, or pending applications, therefor, and any inventions, improvements, devices, trade secrets, formulas, processes, trademarks, trade name brands, labels, designs, copyrights, and privileges, any right, title or interest therein that may relate to or be useful in connection with any business which the corporation is authorized to carry on.
- 5. To conduct and transact business in any of the States territories, or dependencies of the United States, and in any and all foreign countries, and to have one or more offices therein and therein to conduct its business.
- 6. In general to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the laws of the State of Florida upon the

corporations formed under the laws of said State, and to do any acts incidental to the attainment of the purposes of the corporation.

- 7. To own, lease, buy or rent equipment or property for the purpose of maintaining said business, and dealing generally with all matters related thereto.
- 8. To own and control real estate and buildings with the necessary equipment to operate a business as set forth in this article.
- 9. To take, lease, purchase or otherwise acquire and to own, use, hold, sell, convey, exchange, mortgage, work, improve, develop, and otherwise deal in and dispose of lands, tracts and rights, real estate and personal property of all kinds as may be convenient or expedient in the operation of the corporate business.
- 10. To purchase, acquire, hold, transfer, and dispose of patent rights and to develop the same.
- 11. To make advances or loans, with or without security, including the lending of money secured by mortgages on personal property or real estate or for the improvements and developments thereof, or erection of buildings on any real estate or on the security of leases; and also to purchase, sell and deal in leases on real and personal property or any other kinds of bonds, stocks, securities or investments of any kind, with full powers to borrow such monies as it may require for the purpose of its business, but only as far as is permitted by

Laws of the State of Florida.

- 12. To borrow money or issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, whether secured by mortgage, pledge, or otherwise unsecured, for money borrowed or in payment for property purchased or secured for any lawful object, and to mortgage or pledge all or any part of its properties, interest and franchises, including any or all shares of stock, bonds, debentures, notes, script, or other obligations or evidences of indebtedness at any time owned by it.
- 13. To draw, make, accept, endorse, execute and issue, without limit as to amount, promissory notes, drafts, bills of exchange, warrants, bonds, debentures, or other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by corporations organized under the laws of the State of Florida.

The foregoing clauses shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the State of Florida, and it is hereby expressly provided that the foregoing enumerations or specific powers shall not be held in limit or restraint in any manner the powers of the Corporation, and that this Corporation may do all things necessary, suitable, or proper for the accomplishment of any of the purposes or objects hereinabove enumerated, whether alone or in association with other corporations, firms, or individuals, to the same extent

and as fully as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE THREE

PRINCIPAL OFFICE. The principal office of the Corporation in the State of Florida is located at Route 2, Box 73B, Graceville, Florida 32440.

ARTICLE FOUR

CAPITAL STOCK. The corporation shall have authority to issue \$3,000.00 in common stock. The total number of shares of stock that the Corporation shall have authority to issue is 3000 shares with a par value of \$1.00 per share. Thus, the total authorized capital stock of the Corporation is \$3,000.00. All voting rights, preferences, conversion privileges, and the like shall be divided equally among each share of stock and each share of stock shall have the equal and same rights pertaining to voting rights, preferences, conversion privileges and the like.

The Corporation is a "Small Business Administration Corporation" as defined in IRC Sec 1244(c)(2) and there is not now outstanding any prior offering of the Corporation to sell or issue any of its common stock. The Corporation shall sell and issues shares of its common stock in a manner such that in the hands of qualified stockholders such shares shall receive the benefits of IRC Sec 1244, as amended.

The officers of the Corporation shall sell and issue as many shares of common stock and at such prices payable in cash

or other property (other than stock and securities), as from time to time they deem to be in the best interests of the Corporation, subject to the following:

- 1. In no event shall the total amount of cash and the value of the property received for the common stock exceed \$3,000.00.
- 2. The offer to sell and issue common stock shall remain in full force and effect no more than two years from the date of the adoption of this plan, and shall terminate sooner if said shares are sold or the Corporation shall make a subsequent offering of common stock or securities convertible into common stock.

This plan shall be interpreted and construed in such manner, and the officers of the Corporation will take such further steps as will enable this plan to qualify under Section 1244 of the Internal Revenue Code of 1954, as amended, and as will enable the shares of common stock issued hereunder to qualify as "Section 1244 Stock", as defined in said section.

ARTICLE FIVE

COMMENCING BUSINESS. The amount of capital stock with which the Corporation shall begin business is \$3,000.00.

ARTICLE SIX

SUBSCRIPTION AGENT. The name and mailing address of the Officer or Agent designated by the Incorporators to receive subscriptions to the capital stock is: Glenn Flournoy, Route 2, Box 73B, Graceville, Florida 32440.

ARTICLE SEVEN

INCORPORATORS. The names and addresses of the Incorporators and the number of shares subscribed for by each are:

Glenn Flournoy 1000 shares Route 2, Box 73B Graceville, Florida 32440

Tammy Flournoy 1000 shares Route 2, Box 73B Graceville, Florida 3:440

Norma Dunn 1204 Judson Street Dothan, Alabama 36301 1000 shares

A paid in Capital Stock Affidavit, Exhibit "A", and a Subscription List, Exhibit "B", are attached and made a part of these Articles of Incorporation.

ARTICLE EIGHT

DIRECTORS. The name and address of the Directors chosen for the first year are:

Glenn Flournoy Route 2, Box 73B Graceville, Florida 32440

Tammy Flournoy
Route 2, Box 73B
Graceville, Florida 32440

Norma Dunn 1204 Judson Street Dothan, Alabama 36301

ARTICLE NINE

OFFICERS. The name and address of the Officers chosen for the first year are:

Glenn Flournoy President Route 2, Box 73B Gracoville, Florida 32440

Tammy Flourne Vice-President Route 2, Box , JB Graceville, Florida 32440

Norma Dunn 1204 Judson Street Dothan, Alabama 36301 Socrotary/Treasuror

ARTICLE TEN

DURATION. This Corporation shall exist for any indefinite period and the duration of this Corporation's existence is not limited in any way whatsoever and is perpetual in nature.

ARTICLE ELEVEN

SPECIAL PROVISIONS. The date on which the Stockholders' Annual Meeting shall be held, the number of Directors, and their term of office, and the term of office of the Officers and the powers and duties of the Officers shall be fixed by the By-Laws of the Corporation. Officers other than those named above may be created by the By-Laws and filled by the Board of Directors. The Corporation shall have the power to make By-Laws for the regulation and government of the Corporation, its agents, servants, and officers and for the all purposes not inconsistent with the Constitution and the Laws of the State of Florida.

The Stockholders shall have the authority to adopt such

rules, by-laws, and regulations for the governing of the Corporation as they may does necessary or expedient.

Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, hers, or its name at any and all meetings of the Stockholders of the Corporation, and said stock may be voted by the Stockholders of the Corporation either in person or by proxy.

No Stockholder shall have a preemptive right, as defined by the Laws of the State of Florida, to purchase or acquire additional or treasury shares of stock in the Corporation.

The business and affairs of the Corporation shall be under the management and control of the Board of Directors with said board to consist of not less than two members. In the event of the death or resignation of a Director, or the refusal of a person elected as a Director to acce: his election as such or to otherwise fail to qualify as such, the remaining Directors shall elect a successor. All Officers and Directors shall hold office for a period of one year, or until the respective successors are duly elected and qualified.

ARTICLE TWELVE

RESTRICTIONS. Each share of the capital stock of the Corporation may be subject to a condition which shall be printed on each certificate of capital stock that the transfer of such stock is restricted by agreement between Stockholders on file in the office of the Secretary of the Corporation.

ARTICLE THIRTEEN

ARTICLE FOURTEEN

STOCK OWNERSHIP. For purposes of determining the number of holders of record of the stock of the Corporation, stock which is held in joint tenancy or common tenancy or by the entirety shall be treated as held by one shareholder.

ARTICLE FIFTEEN

FORMATION OF A CORPORATION. The formation of this Corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of stock of the Corporation.

ARTICLE SIXTEEN

CLASS OF STOCK. The Corporation shall issue only common stock and all issued shares of common stock, exclusive of treasury shares shall be held of record by not more than 30 persons.

ARTICLE SEVENTEEN

REGISTERED AGENT. The name, office address and post office address of the officer or agent designated by the Incorporators as the Registered Agent of the Corporation is: Glenn Flournoy, Route 2, Box 73B, Graceville, Florida 32440.

IN WITNESS WHEREOF, we the Incorporators and Subscribers to the capital stock named in the certificate, have executed these Articles of Incorporation on this 10^{10} day of

Jamey , 1995

Kow Dan	170 Day
WITNESS	Glenn Flournby
WITNESS	Tammy Flournoy
OFEN STONEY	Norma Dunn
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EXHIBIT "A"

COUNTY OF Holmes

PAID IN CAPITAL STOCK AFFIDAVIT

Be it known that on this 10 day of former, 1995, before me, the undersigned Notary Public in and for said County and State, personally appeared Glenn Flournoy and says as follows:

That Glenn Flournoy is a Stock Subscriber, Director and Officer of Health and Wealth Network, Inc., a Corporation organized and existing in accordance with the Laws of the State of Florida. That Glenn Flournoy is the Officer or Agent designated by the Incorporators to receive subscriptions to the capital stock of 'e Corporation. That Glenn Flournoy hereby acknowledges and affirms that he has received on behalf of the Corporation the sum of \$3,000.00 from the Incorporators for the capital stock initially issued by the Corporation to the Incorporators. The Affiant further acknowledges that said \$3,000.00 is composed of personal property and capital as follows: \$3,000.00 cash

All of the issued stock has a par value of \$1.00. The amount of capital stock paid in is more than twenty percent (20%) of the stock subscribed for and is more than the minimum amount required by law.

Gloom Flournoy

Sworn to and subscribed before me the undersigned, a Notary Public for the said State at Large, on this the 10^{T} day of 1995.

NOTARY PUBLIC MY COMMISSION EXPIRES: 4-3-98

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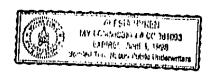


EXHIBIT "B"

COUNTY OF Teleson

WITNESS

SUBSCRIPTION LIST TO CAPITAL STOCK

OF

HEALTH AND WEALTH NETWORK, INC.

We, the undersigned, do respectfully subscribe for and agree to take and pay for the number of shares of capital stock of Gemological and Jewelry Services of Florida, Georgia and Alabama, Inc., a Corporation proposed to be organized under the Laws of the State of Florida, as set opposite our respective signatures hereunder.

The subscription of each of the undersigned is payable in cash, work or labor performed, services, personal property, or real property or leases thereof, as set out in the Articles of Incorporation at the rate of \$1.00 per share.

WITNESS our signatures and below them the number of shares of stock subscribed by each of us, executed as of this 10^{7} day (may, 1995.

Kens Dune	91.675
WITNESS	Glenn Flournoy
h	V(1) (1) (1)
WITNESS	Tammy Flournoy

WITNESS STOY

Norma Dunn

COMMON STOCK AT \$1.00 PER SHARE

NAME OF SUBSCRIBER	NO. OF SHALES	CONSIDERATION
Glenn Flournoy	1000	\$1,000.00
Tammy Flournoy	1000	\$1,000.00
Norma Dunn	1000	\$1,000.00

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STATE OF FLORIDA COUNTY OF JACKSON

FILED
1995 JAN 17 MI II: 04

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with \$607.0501(3), Florida statutes, the following is submitted:

That Health and Wealth Network, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Route 2, Box 73B, Graceville, Florida 32440, County of Jackson, State of Florida, has named Glenn Flournoy, Route 2, Box 73B, Graceville, Florida 32440, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Glenn Flournoy

Route 2, Box 73B

Graceville, Florida 32440

P95000004316

ATTORNEY AT LAW P.O. BOX 6567 214 WEST TROY STREET DOTHAN, ALABAMA 36302 (334) 703-7635

November 26, 1996

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

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Re: Health and Wealth Network, Inc. Document No. P95000004316

Enclosed are the following documents in regard to the above-referenced corporation:

- (1) Shareholder's Agreement for Dissolution of Health and Wealth Network, Inc.
- (2) Articles of Dissolution of Health and Wealth Network, Inc., with attached statement of Intent to Dissolve Health and Wealth Network, Inc., by written consent of shareholders.
- (3) Conformed copy of Articles of Dissolution of Health and Wealth Network, Inc. with attached Statement of Intent to Dissolve Health and Wealth Network, Inc., by written consent of shareholders.

Also enclosed is a check made payable to the Florida Department of State in the amount of \$35.00. Please file the enclosed documents for the purpose of dissolving the corporation.

Thank you for your assistance in this matter.

Sincerely,

Ron Storey

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FILED

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SECRETARY OF STATE

STATE OF FLORIDA
JACKSON COUNTY

SECRETARY OF STATE
TALLAHASSEE FILDERY
TALLAHASSEE FILDERY

ARTICLES OF DISSOLUTION

OF

HEALTH AND WEALTH NETWORK, INC.

Pursuant to Section 607.1403 of the Florida statutes, the undersigned Corporation adopts these Articles of Dissolution for the purpose of dissolving the Corporation:

FIRST: The name of the Corporation is Health and Wealth Network, Inc. Articles of Incorporation were filed with the Florida Department of State on January 17, 1995, and were assigned document number P95000004316.

SECOND: A Statement of Intent to Dissolve the Corporation is attached hereto.

THIRD: All debts, obligations, and liabilities of the Corporation have been paid and discharged, or adequate provision has been made for their payment.

FOURTH: All remaining property and assets of the Corporation have been distributed to the shareholders according to their respective rights and interests.

FIFTH: There are no actions pending against the Corporation.

Dated this the 30th day of June, 1996.

Tammy Flourhoy, Vice-President

Secretary-Treasurer

CERTIFICATE

I, Glenn Flournoy, President, do hereby certify that all of the statements in the foregoing instrument are true and correct, that Tammy Flournoy, signed the foregoing instrument as Vice-President, that Norma Dunn signed as Secretary-Treasurer, and that I signed the foregoing instrument as President of the Corporation.

STATE OF ALABAMA HOUSTON COUNTY

I, the undersigned, a Notary Public, do hereby certify that on this date Glenn Flournoy personally appeared before me and, being first duly sworn, declared that he is the President of Health and Wealth Network, Inc., that he signed the foregoing document as the President of the Corporation and that the statements contained in the document are true.

Dated this the 30th day of June, 1996.

ALESIA RYKEN AY COMMISSION # CC 381093 EXPIRES: April 3, 1998 -Bonded Thru Notary Public Underwitters

Notary Public

My Commission Expires

This instrument was prepared by:

RON STOREY ATTORNEY AT LAW 214 WEST TROY STREET DOTHAN, AL 36302 (334) 793-7635

STATE OF FLORIDA

JACKSON COUNTY

STATEMENT OF INTENT TO DISSOLVE HEALTH AND WEALTH NETWORK, INC., BY WRITTEN CONSENT OF SHAREHOLDERS

Pursuant to the provisions of Sections 607.1401-607.1440 of the Florida statues, the undersigned Corporation submits the following Statement of Intent to Dissolve the Corporation upon the written consent of all of its shareholders:

FIRST: The name of the Corporation is Health and Wealth Network, Inc.

SECOND: The names and respective addresses of its officers are as follows:

Glenn Flournoy - President Route 2, Box 73B Graceville, Florida 32440

Tammy Flournoy - Secretary-Treasurer Route 2, Box 73B Graceville, Florida 32440

Norma Dunn 2420 Westgate Parkway Dothan, AL 36303

THIRD: The names and respective addresses of its

directors are as follows:

Glenn Flournoy - President Route 2, Box 73B Graceville, Florida 32440

Tammy Flournoy - Secretary-Treasurer Route 2, Box 73B Graceville, Florida 32440

Norma Dunn 2420 Westgate Parkway Dothan, AL 36303

FOURTH: The following written consent to dissolution of the Corporation has been signed by all of the shareholders of the Corporation.

WE, Glenn Flournoy, Tammy Flournoy, and Norma Dunn, the owners of all of the outstanding shares of capital stock of Health and Wealth Network, Inc., do hereby consent in writing to the dissolution of Health and Wealth Network, Inc.

Dated this the 30th day of June, 1996.

Glenn Flournoy, Shareholder

Tammy Flour Noy Shareholder

Norma Dunn, Shareholder

Health and Wealth Network, Inc.

Glenn Flournoy, President

Tammy Flournoy

Vice-President

by:

Norma Dunn Secretary-Treasurer

CERTIFICATE

I, Glenn Flournoy, President, do hereby cortify that all of the statements in the foregoing instrument are true and correct, that the Articles of Dissolution of Health and Wealth Network, Inc., were adopted by the unanimous consent of the shareholders of the Corporation, that Tammy Flournoy, signed the foregoing instrument as Vice-President, that Norma Dunn signed as Secretary-Treasurer, and that I signed the foregoing instrument as President of the Corporation.

Glenn Flournoy, President

STATE OF ALABAMA HOUSTON COUNTY

I, the undersigned, a Notary Public, do hereby certify that on this date Glenn Flournoy personally appeared before me and, being first duly sworn, declared that he is the President of Health and Wealth Network, Inc., that he signed the foregoing document as the President of the Corporation and that the statements contained in the document are true.

Dated this the 30th day of June, 1996.

ALESIA RYKEN
MY COMMISSION & CC 361093
EXPIRES; April 3, 1998
Bonded Thru Notary Public Underwritera

Notary Public

My Commission Expires:

HEALTH.COR

STATE OF FLORIDA

JACKSON COUNTY

SHAREHOLDERS AGREEMENT FOR DISSOLUTION

OF

HEALTH AND WEALTH NETWORK, INC.

WHEREAS, the undersigned, being all of the holders of all of the capital stock of Health and Wealth Network, Inc., a Corporation organized under the laws of the State of Florida, have determined that it would be advisable and in the best interests of the Corporation and its shareholders for the Corporation to be dissolved; now therefore, be it:

- (1) RESOLVED, that the shareholders of Health and Wealth Network, Inc., hereby agree to the dissolution of the Corporation;
- (2) RESOLVED FURTHER, that the officers and directors of Health and Wealth Network, Inc., are authorized and directed to take all actions necessary to wind up the affairs of the Corporation, including the lease, sale, conveyance, or assignment of any or all of the Corporation's assets and to execute any documents or instruments necessary and incident thereto;
- (3) RESOLVED FURTHER, that the officers and directors of Health and Wealth Network, Inc., are authorized and directed to apply the assets, in cash or in kind, of the Corporation to the payment of its known debts and obligations, and after disposing

of the assets of the Corporation and making suitable provision for the payment of all of its known debts, the officers and directors are authorized and directed to distribute the remainder of the Corporation's assets to the shareholders according to their respective right and interests;

- (4) RESOLVED FURTHER, that the officers and directors are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation and dissolution of Health and Wealth Network, Inc., or on behalf of the Corporation, including U.S. Treasury Department form 966;
- (5) RESOLVED FURTHER, that on completion of all liquidation actions, the officers and directors of the Corporation are hereby authorized and required to file all documents required by law to conclude the business affairs and the dissolution of the Corporation.

IN WITNESS WHEREOF the undersigned have hereunto signed and sealed this instrument.

Executed on the 30th day of June, 1996.

Glenn Flournov

Tammy Flournov

Witness

Clasia Ryber

Norma Dunn

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