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January 16, 1995

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

FILED  
1995 JAN 19 AM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SUBJECT: HEALTH TODAY CORPORATION**

Enclosed is an original and one (1) copy of the Articles of Incorporation,  
and my check in the amount of \$ 70.00 for the filing fee.

**FROM:** Scott Slayback  
9240 South Highway 17-92  
Maitland, Florida 32751  
(407) 293 5994

Sincerely,

*Scott Slayback*

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F. CHESSEY JAN 24 1995

ARTICLES OF INCORPORATION  
OF  
HEALTH TODAY CORPORATION

ARTICLE I.  
NAME

The Name of this Corporation shall be HEALTH TODAY CORPORATION;  
whose address is: 2905 Lakeview Avenue, Casselberry, Florida 32707.

ARTICLE II.  
COMMENCEMENT AND DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III.  
PURPOSES, POWERS, & RIGHTS

This Corporation is being organized for the purpose of conducting any lawful and legal business permitted by the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all the general and specific powers and rights granted to and conferred on a corporation by the laws of the State of Florida.

ARTICLE IV.  
CAPITAL STOCK

- A. This corporation shall have the authority to issue One Thousand shares of common capital stock with a par value of One Dollar per share.

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- B. The holders of common stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
- C. Initially, only One Hundred shares of common stock shall be issued. The remainder shall not be issued, unless needed to expand the working capital of the corporation.
- D. Upon agreement of the then existing shareholder(s), the additional shares shall be issued, both to existing shareholders, and new shareholders, at a price to be determined by the Board of Directors, with the unanimous consent of the then outstanding shareholder(s).
- E. Upon unanimous consent of the existing shareholders, and approval by the Board of Director(s); the additionally issued shares of stock may carry a varying price, favoring the existing shareholders, and, may further, dilute the percentage of ownership in the corporation, to the existing shareholders.
- F. In the event of voluntary or involuntary liquidation, dissolution, distribution of assets; or winding up of the corporation; after distribution to all creditors; the holders of common stock shall be entitled to receive all the remaining assets of whatever kind available for distribution, in proportion to the percentage of outstanding stock held by them.
- G. The merger or consolidation of the corporation into, or with any other corporation, or the merger of any other corporation into it, or the purchase or redemption of shares of stock of the corporation, shall not be deemed to be a dissolution, liquidation, nor winding up of this corporation.

- H. Any person becoming a shareholder in this corporation agrees that any change of Florida Law, or laws of the United States of America, applicable to corporations, shall have governing effect upon his/her/its shareholder rights and privileges.

**ARTICLE V.**  
**TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, give, or otherwise dispose of shares in this corporation; without first offering said shares of stock first to the corporation for the same terms and agreements as offered and accepted by any willing third party buyer.

If the corporation, within 20 days, should not accept the purchase on the same terms as offered by others, for the sale of the aforementioned stock; then, for an additional 20 days after first refusal by the corporation, said stock shall be offered to any other entity then holding any stock in this corporation, for the same terms as agreed to, by the seller of said stock, in his/her/its written offer from some buyer other than a present stockholder.

If no agreement to meet the buyer's offer is forthcoming from either the corporation, or any present stockholder, within the conditions and time constraints set forth above; the seller is then free to consummate the sale with the 'outside' buyer without further restrictions.

On the death of any shareholder, this corporation, and/or its then existing shareholders, shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to his/her death, on the same terms as indicated above. This provision shall be binding upon the personal representative, or executor of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation. A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VI.

##### **BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

All corporate powers not specifically prohibited by law shall be exercised by, or under the authority of the Board of Directors.

A majority of any then Board of Directors, at any meeting thereof, be it special or regular, may exercise all authority of the Board.

A majority of shareholders voting may elect any or all of the Board of Directors. Said Director(s) shall be elected annually.

The names and addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows: Donald E. Lovelace, and Judy A. LaMont, both of 2905 Lakeview Avenue, Casselberry, Florida 32707.

#### ARTICLE VII.

##### **DIRECTOR & SHAREHOLDER ACTION BY CONSENT**

Any corporate action upon which a vote of directors or shareholders is required or permitted may be taken without the physical presence of said directors or shareholders to vote, if they concur with the action taken by written consent.

**ARTICLE VIII.**  
**INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent; and any former officer, director, employee, or agent, to the full extent permitted by law, as to any civil or criminal suit related to his/her actions on behalf of the corporation.

**ARTICLE IX.**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of this corporation's initial registered office shall be: 2905 Lakeview Avenue, Casselberry, Florida 32707.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: JUDY LAMONT.

**ARTICLE X.**  
**INCORPORATORS**

The name and address of the individual who shall serve as this corporation's incorporator is: Scott Slayback, 9240 South Highway 17-92, Maitland, Florida 32751.

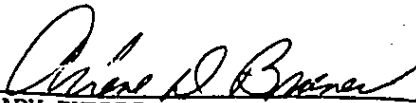
**ARTICLE XI.**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Scott Slayback Incorporator.

STATE OF FLORIDA:  
COUNTY OF Orange:

On January 12<sup>th</sup>, 1995, Scott Slayback, designated above as the individual who shall serve as the corporation's initial incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of HEALTH TODAY CORPORATION.

  
NOTARY PUBLIC

OFFICIAL NOTARY SEAL  
ARLENE D. BRUNER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. 00000000  
MY COMMISSION EXPIRES 12/31/99

**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS  
MAY BE SERVED AND THE PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

HEALTH TODAY CORPORATION; a Florida Corporation, with initial registered office as indicated in the Articles of Incorporation, has named as its registered agent, Judy LaMont, to accept service of process within this state;

**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named as the Registered Agent for the above Corporation for the purpose of accepting service of process at the registered office designated by this certificate; I hereby accept such appointment and acknowledge that I am familiar with, and accept the obligations and responsibilities of such office as provided for in Florida Statute 607.0505.



Judy LaMont - Registered Agent

By Driver License

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1995 JAN 19 AM 10  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE