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March 1, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32311

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***122.50 ***122.50

RE: ARTICLES OF INCORPORATION
HEALTHY HABITS, INC.

Dear Sir or Madam:

Enclosed please find two (2) originals of the Articles of Incorporation of Healthy Habits, Inc., along with a check in the amount of \$122.50 to cover filing fees for same. Upon filing, please notify me by telephone and return one stamped original to me in the enclosed self-addressed, stamped envelope which I have provided.

Thank you in advance.

Sincerely,

HUMPHREY & KNOTT, P.A.

Mark A. Horowitz
Mark A. Horowitz

MAH/bhf

Enclosures: Articles of Incorporation (2 originals)
Check for \$122.50
Return envelope

cc: Client

5/2/95

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**ARTICLES OF INCORPORATION
OF
HEALTHY HABITS, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation shall be HEALTHY HABITS, INC.

ARTICLE II.

ADDRESS: The mailing address of this corporation is 11763 Cleveland Avenue, Suite 7, Fort Myers, FL 33907.

ARTICLE III.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK: This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V.

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE: The name and street address of the initial registered agent and office of this corporation is: Todd E. Fishburn, 11763 Cleveland Avenue, Suite 7, Fort Myers, FL 33907.

ARTICLE VII.

DIRECTORS: The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholder of the corporation.

ARTICLE VIII.

INITIAL DIRECTORS: The name and address of the initial director who shall hold office for the first year of existence of

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the corporation or until his successor has been elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Todd E. Fishburn	2207 Treehaven Circle Fort Myers, FL 33907

ARTICLE IX.

INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Todd E. Fishburn	2207 Treehaven Circle Fort Myers, FL 33907

ARTICLE X.

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI.

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved 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, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

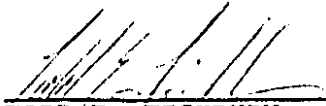
The undersigned incorporator has executed this Articles of Incorporation this 4 day of March, 1995.


TODD E. FISHBURN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HEALTHY HABITS, INC., at the place designated in the Articles of Incorporation, TODD E. FISHBURN agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: 3/6, 1995


TODD E. FISHBURN

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