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**LAW OFFICES OF
J. JEROME MILLER**

Attorneys At Law

415 Mountain Drive
Suite 3
Destin, Florida 32541

J. Jerome Miller
Lamar Conerly, Jr.

95 MAY 22 PM 3:25
SECRET
TALLAHASSEE, FL 32301
(904) 837-3860
FAX (904) 837-6158

May 22, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-05/23/95--01118--004
****122.50 ****122.50

Re: Healthy Choices, Inc.

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, for filing, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,

Jerome Miller
J. JEROME MILLER
Attorney at Law

JJM/jld
Enclosures (as stated)

5/26/95
[Signature]

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

RECEIVED
95 MAY 22 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is HEALTHY CHOICES, INC..

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purposes for which the Corporation is formed are as follows:

1. To engage in any lawful purpose.
2. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own real or personal property necessary for purposes specified above.
3. To do such acts and carry on such business as may be permitted by the rules and regulations of the State of Florida, as they pertain to professional corporations and subject to the limitations thereof.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of \$1.00

par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 415 Mountain Drive, Suite #3, Destin, Florida, 32541, and the initial registered agent of this Corporation at that address is J. JEROME MILLER.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

Henry M. Haire, M.D.
789 Miracle Strip Parkway
Mary Esther, Florida 32569

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 348 Miracle Strip Parkway, S.W., Fort Walton Beach, Florida

32548.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Henry M. Haire, M.D.
789 Miracle Strip Parkway
Mary Esther, Florida 32569

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of May, 1995.

Henry M. Haire, M.D.
HENRY M. HAIRE, M.D.

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared HENRY M. HAIRE, M.D., who is personally known to me and he is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of May, 1995.

(SEAL)

Jerome Miller
NOTARY PUBLIC
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES JANUARY 1, 1999
COMMISSION NO. 10,170

ACCEPTANCE

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for HEALTHY CHOICES, INC.


J. JEROME MILLER

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CLERK OF SUPERIOR COURT
STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared J. JEROME MILLER who is personally known to me and he is the person who executed the foregoing Acceptance and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of May, 1995.

(SEAL)


NOTARY PUBLIC

★ SUE C. WALLACE ★
★ NOTARY PUBLIC, STATE OF FLORIDA ★
★ MY COMMISSION EXPIRES JULY 27, 1998 ★
★ COMM. NO. CC 012206 ★
