

P95000041739

TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Subject: HEALTHY LIVING, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

_____ \$70.00 ✓ _____ \$78.75 _____ \$122.50 _____ \$131.25

From: William R. Mullins, III
Attorney at Law
on behalf of
Brett M. Bianca
141 E. Boyd - #501
Baton Rouge, Louisiana 70808
(504) 927-0300

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 23 PM 3:59

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 23 PM 3:59

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

Healthy Living, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

92A Shirah Street
Destin, Florida 32541

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be:

One Hundred (100)

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent shall be:

Paul McMullen
92A Shirah Street
Destin, Florida 32541

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation shall be:

Brett M. Bianca
141 E. Boyd - #501
Baton Rouge, Louisiana 70808

ARTICLE VI - PURPOSE

Healthy Living, Inc. shall act only as a Smoothie King franchisee and is further authorized to act as a multiple franchisee anywhere in the State of Florida.

The undersigned incorporator has executed these Articles of
Incorporation this 11 day of May, 1995.

Brett M. Bianca
Brett M. Bianca

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

95 MAY 23 PM 3:59

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

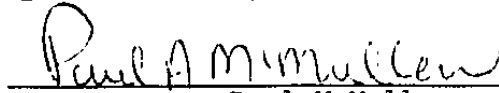
1. The name of the corporation is:

Healthy Living, Inc.

2. The name and address of the registered agent and office is:

Paul McMullen
92A Shirah Street
Destin, Florida 32541

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Paul McMullen

Joseph M. Scheyd, Jr. P.A.

ATTORNEY AT LAW

305 MAIN STREET

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April 12, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-04/16/96--01114--000
*****35.00 *****35.00

RE: Healthy Living, Inc.

Dear Sir or Madam:

Enclosed please find the original Statement of Change of Registered Office or Registered Agent, or Both which has been properly executed. Also enclosed is Mr. Bianca's check #0266 in the amount of \$35.00 to cover the cost of filing said Statement of Change.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,

Joseph M. Scheyd, Jr.

Joseph M. Scheyd, Jr.

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Enclosures

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STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

To the Secretary of State of the State of Florida.

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

FIRST: The name of the corporation is Healthy Living, Inc.

SECOND: The address of its present registered agent is 92 A Shirah Street
Destin, Florida 32541

THIRD: The address to which its registered agent is to be changed is _____
104 Antilles Cove, Destin, Florida 32541

FOURTH: The name of its present registered agent is Paul McMullen

FIFTH: The name of its successor registered agent is Brett M. Bianca

SIXTH: The address of its registered office and the address of office of its registered agent, as changed, will be identical. of business

SEVENTH: Such change was authorized by resolution duly adopted by directors. board of

Dated April 10, 1996.

Healthy Living, Inc.

(exact corporate name)

SIGNATURE: Brett M. Bianca
(President or Vice President)

DATE: 4/10/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

FILING FEE: \$35.00

SIGNATURE: Brett M. Bianca

DATE: 4/10/96

DIVISION OF CORPORATIONS - PO BOX 6327 - TALLAHASSEE, FL 32314