

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 666146 86901Q

AUTHORIZATION : Patucia Pigott

COST LIMIT : \$ 122.50

ORDER DATE : August 21, 1995

ORDER TIME : 3:29 PM

ORDER NO. : 666146

CUSTOMER NO: 86901Q

CUSTOMER: Ms. Gina Hardin - 86901Q
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

RECEIVED
AUG 22 11:03 AM
STATE OF FLORIDA
SECRETARY OF STATE

3000001565553

DOMESTIC FILING

NAME: WHOLE HEALTH SPA/RESORTS OF
FLORIDA INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS:

FILED
95 AUG 22 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN
AUG 22 1995

ARTICLES OF INCORPORATION
OF

WHOLE HEALTH SPA/RESORTS OF FLORIDA, INC.

FILED
95 AUG 22 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Whole Health Spa/Resorts of Florida, Inc.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 2600 Palm-Aire Drive, North, Pompano Beach, Florida 33069.

THIRD: The mailing address, wherever located, of the corporation is 2600 Palm-Aire Drive, North, Pompano Beach, Florida 33069.

FOURTH: The aggregate number of shares of common stock which the corporation shall have authority to issue is one hundred million (100,000,000) shares at par value of one tenth of one cent (\$.001) per share. The common stock of the corporation that is issued and outstanding shall be entitled to vote fifty percent (50%) of the stockholder voting rights. Each holder of common stock shall be entitled to one vote for each share of common stock held.

The aggregate number of shares of preferred stock which this corporation shall have authority to issue shall be twenty million (20,000,000) shares at par value of one tenth of one cent (.001) per share. The preferred stock shall be divided into Series A preferred stock, Series B preferred stock and Series C preferred stock, which shall have the same rights and privileges except voting rights as expressly set forth below:

(a) Series A preferred stock which shall consist of ten million shares (10,000,000) shall have no voting rights.

(b) Series B preferred stock which shall consists of nine million nine hundred thousand shares (9,990,000) shall have no voting rights.

(c) Series C preferred stock which shall consist of ten thousand (10,000) shares shall be

entitled to vote (50%) of the stockholders voting rights. Each holder of preferred stock, Series C, shall be entitled to one vote for each share of preferred stock, Series C, held.

There shall be no cumulative voting by shareholders.

The shareholders shall have no preemptive rights to acquire any shares of the corporation.

The common stock of the corporation after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME

ADDRESS

Gail Shelby

1201 Hays Street
Tallahassee, Florida 32301

SEVENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person

who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH The name and address of the initial director is:

Lawrence Abrams

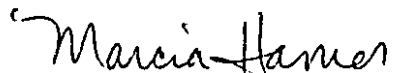
2600 Palm Aire Drive North
Pompano Beach, Florida 33069

Signed on August 21, 1995


Gail Shelby, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: 
Marcia Havner, Assistant Secretary

Date: August 21, 1995

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000064794

1. Corporation Name
Whole Health Spa/Resorts of Florida, Inc.

FILED
86 NOV 22 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal Place of Business Mailing Address
2618 SW 23 Terrace
Fort Lauderdale, FL 33312

REINSTATEMENT 1996
mw8
11-25-96

If above addresses are incorrect in any way, line through incorrect information and enter correction below

2. New Principal Office Address, If Applicable		3. New Mailing Address, If Applicable		4. Date Incorporated or Qualified To Do Business in Florida DO NOT WRITE IN THIS SPACE 8/22/95	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. FEI Number Applied For <input checked="" type="checkbox"/> Not Applicable	
City & State		City & State		6. CERTIFICATE OF STATUS DESIRED <input type="checkbox"/> \$8.75 Additional Fee required for a Certificate of Status	
Zip	Country	Zip	Country		

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
W/VP S/T/D	Robert Alvarez	2618 SW 23 Terrace	Ft. Lauderdale, FL 33312

4000002014314--1
-11/26/96--01099--007
****375.00 ****375.00

8. Name and Address of Current Registered Agent

9. Name and Address of New Registered Agent

Name
Robert Alvarez
Street Address (P.O. Box Number is Not Acceptable)
2618 SW 23 Terrace
Suite, Apt. #, Etc.

City
Ft. Lauderdale
State
FL
Zip Code
33312

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
Registered Agent

REGISTERED AGENT MUST SIGN

Date 11-21-96

11. Does this corporation pay any intangible tax to the
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒

(See other side for information
on intangible tax.)

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public records laws.