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P960000003501

December 31, 1995

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

Re: Wellspring of Life, Inc.

Dear Sir or Madam:

100001681861  
-01/08/96--01095--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed please find the Articles of Incorporation for Wellspring of Life, Inc. and the Certificate of Designation of Registered Agent and Registered Office, along with my firm's check in the amount of \$70.00 for the filing fee. I have also enclosed a copy of the Articles of Incorporation to be stamped with the filing date and returned to me in the enclosed pre-addressed envelope.

Thank you for your assistance in this matter.

Sincerely yours,

*Pamela I. Smith*  
Pamela I. Smith

Encl

cc: J. Nadzan  
G. Oswalt

PS/sf

FILED  
96 JAN -8 AM 9 53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Carver*  
*1/11/96*

**ARTICLES OF INCORPORATION  
OF  
WELLSPRING OF LIFE, INC.**

FILED  
96 JAN -8 AM 9 53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be Wellspring of Life, Inc.

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 500 shares. All such shares shall be of a single class, designated as common. Each share shall have a par value of \$1.00.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

## ARTICLE V

The corporation elects to have preemptive rights.

## ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose names and addresses are as follows:

Joanne Nadzan  
5127 97th Way North  
St. Petersburg, FL 33708

Gretchen Oswalt  
11201 122nd Avenue North #201,  
Largo, FL 34648

#### ARTICLE X

The initial registered agent of the corporation is Joanne Nadzan. The street address of the corporation's initial registered office is 5127 97th Way North, St. Petersburg, Florida 33708.

#### ARTICLE XI

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

5127 97th Way North  
St. Petersburg, Florida 33708

#### ARTICLE XII

The names and addresses of the incorporators to these Articles of Incorporation are:

Joanne Nadzan  
5127 97th Way North  
St. Petersburg, FL 33708

Gretchen Oswalt  
11201 122nd Avenue North #201,  
Largo, FL 34648

The undersigned incorporators have executed these Articles of Incorporation this 29<sup>th</sup> day of December, 1995.

Joanne Nadzan  
Joanne Nadzan, Incorporator

Gretchen Oswalt  
Gretchen Oswalt, Incorporator

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

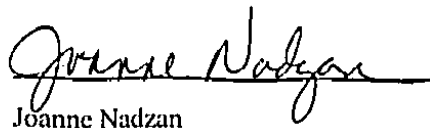
FILED  
JUL 8 1998  
CLERK OF COURT  
JUL 8 1998  
JUL 8 1998

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

The name of the corporation is **WELLSPRING OF LIFE, INC.** The name and address of the registered agent and office is:

Joanne Nadzan  
5127 97th Way North  
St. Petersburg, FL 33708

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.

  
Joanne Nadzan