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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL, INC.
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HEALTH VILLAGE, INC.
FAX AUDIT NUMBER: H96000001719
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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**Articles of Incorporation
of
Health Village, Inc.**

Article I. Name

The name of this Florida corporation is:
Health Village, Inc.

Article II. Address

The mailing address of the Corporation is:
Health Village, Inc.
633 South Federal Highway
Fort Lauderdale FL 33301

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Kenneth C. Jenne, II
Conrad Scherer & Jenne
633 South Federal Highway
Fort Lauderdale FL 33301

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Kenneth C. Jenne, II FL Bar Member 142565
Conrad Scherer & Jenne
633 South Federal Highway
Fort Lauderdale FL 33301
954-462-5500 • Fax

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JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
FORT LAUDERDALE, FLORIDA

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Kenneth C. Jenne, II

Article VI. Incorporator

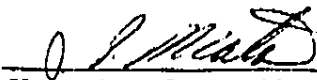
The name and address of the incorporator is:

Kenneth C. Jenne, II
Conrad Scherer & Jenne
633 South Federal Highway
Fort Lauderdale FL 33301

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 6, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on February 6, 1996



Kenneth C. Jenne, II
by J.P. Mata as attorney-in-fact

Kenneth C. Jenne, II FL Bar Member 142565
Conrad Scherer & Jenne
633 South Federal Highway
Fort Lauderdale FL 33301
954-462-5500 • Fax

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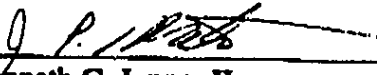
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Health Village, Inc.

REGISTERED AGENT:
Kenneth C. Jenne, II
Conrad Scherer & Jenne
633 South Federal Highway
Fort Lauderdale FL 33301

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Kenneth C. Jenne, II
by J.P. Mata as attorney-in-fact

Date: February 6, 1996

Kenneth C. Jenne, II FL Bar Member 142565
Conrad Scherer & Jenne
633 South Federal Highway
Fort Lauderdale FL 33301
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