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NAME: HEALTH SYSTEMS INTERNATIONAL, INC.
FAX AUDIT NUMBER: H96000006182
DATE REQUESTED: 05/01/1996
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

of HEALTH SYSTEMS INTERNATIONAL, INC.

a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: HEALTH SYSTEMS INTERNATIONAL, INC.
Address of the Corporation: 1500 BAY RD, SUITE 1185
MIAMI BEACH, FL 33139

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100

PAR VALUE ______ (Information about PAR VALUE is not required but may be included).

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Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be: 1500 BAY ROAD, SUITE 1185 MIAMI BEACH, FL 33139
and the name of the initial registered agent at such address is FRANK CASTRO.

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Signature of Registered Agent — 4/30/96 Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. FRANK CASTRO, 1500 BAY ROAD SUITE 1185, miami BEACH, FL. 33139
BETTY ROFFWARG, 1500 Bay Road, SUITE 1185, miami BEACH, FL. 33139

Article 7: The Name and address of the incorporator is:

FRANK CASTRO
1500 BAY ROAD, SUITE 1185, MIAMI BEACH, FL 33139

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In witness whereof I have subscribed my name

Signature of Incorporator

Elizabeth J. White

OFFICIAL NOTARY SEAL
ELIZABETH J WHITE
COMMISSION NUMBER
CC279278
MY COMMISSION EXP.
APR. 22,1997
NOTARY PUBLIC STATE OF FLORIDA

John J. Malloy, Esq.
10723 S.W. 104 STREET
Miami, FL. 33176
Florida Bar No. 0872334
Telephone: (305) 273-9100

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HEALTH SYSTEMS
INTERNATIONAL

1500 Bay Road, Suite 1185
Miami Beach, Florida 33139
Phone (305) 538-8038
Fax (305) 672-9733
E-Mail: bhkhy@ix.netcom.com

P96000037974

June 9, 1997

TO: Dept. of State,Division of Corporations
Attention: Amendment Section
Via fax 904-487-6013
FROM: Frank Castro
RE: Address Change

This is to notify you that effective June 14, 1997, the new address for Health Systems International will be:

4430 Royal Palm Avenue
Miami Beach, FL 33140

Thank you.

Frank Castro

KS 6/10

Representing:
AMERIFIT