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PROFESSIONAL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 968926 4303929

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : May 29, 1996

ORDER TIME : 10:54 AM

ORDER NO. : 968926

CUSTOMER NO: 4303929

900001842819

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 29 PM 3:29

DOMESTIC FILING

NAME: HEALTHCENTRAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

96 MAY 29 PM 12:17  
DIVISION OF CORPORATIONS  
*JP*  
*5/29/96*

**Articles of Incorporation**

**of**

**HealthCentral, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 29 PM 3:29

**ARTICLE I**

The name of the corporation is HealthCentral, Inc., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 5200 Blue Lagoon Drive, Suite 890, Miami, Florida 33126.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 5200 Blue Lagoon Drive, Suite 890, City of Miami, County of Dade, State of Florida 33126, and the name of its initial registered agent at such office is Melvin Levinson, M.D.

## **ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Initial Board of Directors is three, and the name and address of the members of the Initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Melvin Levinson, M.D.  
5200 Blue Lagoon Dr.  
Suite 890  
Miami, FL 33126

Rhoda Waxman  
5200 Blue Lagoon Dr.  
Suite 890  
Miami, FL 33126

Seymore Zwickler  
5200 Blue Lagoon Dr.  
Suite 890  
Miami, FL 33126

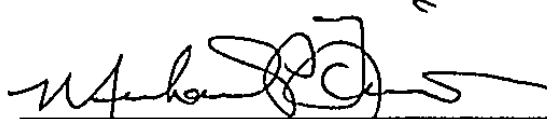
## **ARTICLE VII**

The name of the Incorporator is Michael P. Levinson and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

## **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23rd day of May, 1996.



Michael P. Levinson - Incorporator

## **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of HealthCentral, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Melvin Levinson, M.D., Registered Agent  
Dated: May 23, 1996