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DUFRESNE & ASSOCIATES, P.A.

ATTORNEYS AT LAW

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231 ROYAL PALM WAY
PALM BEACH, FLORIDA 33480

RESPOND TO:
WELLINGTON OFFICE

✓ 12788 FOREST HILL BOULEVARD
WELLINGTON, FLORIDA 33414

July 23, 1996

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-07/25/96--01076--007
***122.50 ***122.50

Re: Palm Beach Gardens Wellness Center, Inc. - Incorporation

Dear Sir/Madame:

Enclosed please find the original and a duplicate copy of the Articles of Incorporation of the above-captioned proposed corporation. The duplicate has been subscribed and acknowledged by the incorporator in the same manner as the original.

A check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

TOTAL \$122.50

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to me.

Very truly yours,

Dufresne & Associates, P.A.

Donald J. Dufresne

DPD/ms
Enclosure

cc: Mr. Charles T. Sparks

Sparks\Incorpor\LEA\903

FILED
JUL 25 11:11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASN JUL 29 1996

**ARTICLES OF INCORPORATION
OF
PALM BEACH GARDENS WELLNESS CENTER, INC.**

FILED
96 JUL 25 AM 11:08
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PALM BEACH GARDENS WELLNESS CENTER, INC.

The address of the principal office of this corporation shall be:

11381 Prosperity Farms Road, Suite 1000

Palm Beach Gardens, Florida 33410

and the mailing address shall be:

11381 Prosperity Farms Road, Suite 1000

Palm Beach Gardens, Florida 33410

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation or business.

ARTICLE III. AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be c/o Dufresne & Associates, P.A., 12788 Forest Hill Boulevard, Suite 2003, Wellington, Florida 33414, and the name of the initial registered agent of the corporation at that address is Donald P. Dufresne, Esquire.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three (3) Directors, initially. The name and street address of the initial members of the Board of Directors are:

Charles T. Sparks	11 Lethington Road Palm Beach Gardens, Florida 33410
Richard P. Donnellan	2601 Oakland Park Boulevard, Suite 200 Fort Lauderdale, Florida 33306
Roth N. Weaver	1111 11th Court Jupiter, Florida 33477

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Charles T. Sparks	President
Richard P. Donnellan	Vice President
Roth N. Weaver	Secretary/Treasurer

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Donald P. Dufresne, Esquire
Dufresne & Associates, P.A.
12788 Forest Hill Boulevard, Suite 2003
Wellington, Florida 33414

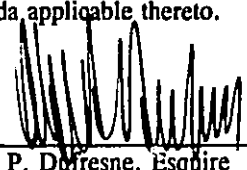
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 23rd day of July, 1996.

By: 
Donald P. Dufresne, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Palm Beach Gardens Wellness Center, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Dufresne & Associates, P.A., 12788 Forest Hill Boulevard, Suite 2003, Wellington, Florida 33414 has named Donald P. Dufresne, Esquire, located at 12788 Forest Hill Boulevard, Suite 2003, Wellington, Florida 33414, as its registered agent to accept service of process within this State.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Donald P. Dufresne, Esquire
Registered Agent

FILED
96 JUL 25 AM 11:08
TALLAHASSEE, FLORIDA