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PROFESSIONAL TELEPHONE SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 058764 81413A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

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DIVISION OF CORPORATIONS
96 AUG 20 PM 3:12

ORDER DATE : August 20, 1996

ORDER TIME : 8:33 AM

ORDER NO. : 058764

CUSTOMER NO: 81413A

CUSTOMER: Ms. Michelle Mroczek
DEITRICH & ST. PAUL, PA

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-08/20/96--01000-020
***122.50 ***122.50

Riverview Center, Suite 350
1111 Third Avenue West
Bradenton, FL 34205

DOMESTIC FILING

NAME: HEALTH AND WELLNESS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

MB
8/20/96

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
HEALTH AND WELLNESS, INC.

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The undersigned incorporator, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I.
NAME.**

The name of the corporation is HEALTH AND WELLNESS, INC.

**ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS.**

The mailing address of the corporation is 2965 Bee Ridge Road, Suite A, Sarasota, FL 34239. The address of the principal office is 2965 Bee Ridge Road, Suite A, Sarasota, FL 34239.

**ARTICLE III.
CAPITAL STOCK.**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 shares of common stock with a par value of \$5.00 per share. The authorized shares of this corporation shall consist of one class of common stock only.

**ARTICLE IV.
PREEMPTIVE RIGHTS.**

The corporation elects to have preemptive rights.

**ARTICLE V.
INITIAL REGISTERED AGENT AND OFFICE.**

The initial registered office of the corporation is located at 2965 Bee Ridge Road, Suite A, Sarasota, FL 34239. The initial registered agent at such office is F. Grant Morse. The registered office and registered agent may be changed from time to time by the Board of Directors as authorized by law.

**ARTICLE VI.
INCORPORATOR.**

The name and address of the incorporator is as follows:

F. Grant Morse
2965 Bee Ridge Road, Suite A
Sarasota, FL 34239

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 19 day of August, 1996.


F. Grant Morse

ACCEPTANCE BY REGISTERED AGENT

The undersigned, F. Grant Morse, hereby accepts appointment as Registered Agent of the above corporation and acknowledges he is familiar with, and accepts the obligations of, the position of Registered Agent in accordance with and as required by the laws of Florida, including but not necessarily limited to the requirements of the Florida Business Corporation Act.

Dated: August 14, 1996.


F. Grant Morse

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