

P96000077851

26 Sea Marsh Road
Amelia Island, FL 32034
September 17, 1996

RECEIVED
SEP 19 1996
96 SEP 19 1996

Florida Department of State
Division of Corporate Filings
409 East Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE

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****122.50 ****122.50

Re: Articles of Incorporation of Nature's Wellness Centers, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Nature's Wellness Centers, Inc. and a check in the amount of \$122.50.

As stated in Article III, the effective date of incorporation is requested to be September 17, 1996.

Please return the Certificate of Incorporation and a filed copy of the Articles to me at the above address.

Truly yours,

William M. Todd

William M. Todd

GAVE

AUTHORIZATION BY PHONE TO

CORRECT _____

DATE _____

DOC EXAM _____

BROWN SEP 19 1996

EFFECTIVE DATE

FILED
SECRETARY OF STATE
DIVISION
95 SEP 19 2 19:59

ARTICLES OF INCORPORATION

OF

NATURE'S WELLNESS CENTERS, INC.

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is NATURE'S WELLNESS CENTERS, INC.

ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 1,000,000, all of which shall be of the same class, shall be of the par value of \$.01 per share, and shall be designated common stock.

(b) Capital. The capital of the corporation shall be at least equal to sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, encumbrance of the stock of this corporation as they see fit.

ARTICLE V: PRINCIPAL OFFICE

The street address of the principal office of this corporation is Suite 1304, 620 Douglas Avenue, Altamonte Springs, FL 32714.

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provided that such bylaw is not subject to amendment or repeal by the directors.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VIII: REGISTERED AGENT

The name and address of the registered agent of this corporation are William M. Todd, 26 Sea Marsh Road, Amelia Island, FL 32034

ARTICLE IX: INCORPORATOR

The name and street address of the incorporator of this corporation are:

William M. Todd

26 Sea Marsh Road
Amelia Island, FL 32034

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation as of this 17th day of September, 1996.

I understand and accept the duties and responsibilities as registered agent.

William M. Todd

William M. Todd
Incorporator/Registered Agent

STATE OF GEORGIA
COUNTY OF Fulton

The foregoing instrument was acknowledged before me this 17th day of September, 1996 by William M. Todd.

[Signature]
Notary of Public
State of Georgia

Notary Public, Cobb County, Georgia
My Commission Expires Nov. 6, 1999