

LAW OFFICES

**RAPPEL & ASSOCIATES**  
A PROFESSIONAL ASSOCIATION

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ROBERT RAPPEL, D.O., J.D.  
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January 21, 1997

Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

000002067510--4  
-01/24/97--01038--004  
\*\*\*122.50 \*\*\*122.50

Re: INSTITUTE FOR WELLNESS, INC.  
Filing Articles of Incorporation

Dear Sir/Madam:

I am enclosing an original and a copy of Articles of Incorporation for the above referenced corporation. In addition a check in the amount of one hundred twenty two dollars and fifty cents (\$122.50) is enclosed which represents the following fees:

Filing Fee:	\$ 35.00
Certified Copy:	\$52.50
Registered Agent Fee:	<u>\$35.00</u>
Total:	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned in the self addressed, stamped envelope provided for your convenience.

1/30/97  
JK

Division of Corporations  
RE: Institute For Wellness, Inc.  
January 21, 1997  
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Should any additional information be required, please contact this office at your convenience. Thank you very much for your prompt attention to this matter.

Very truly yours,

**RAPPEL & ASSOCIATES, P.A.**

A handwritten signature in black ink, appearing to read 'Robert Rappel', is written over the printed name. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

ROBERT RAPPEL, D.O., J.D.

RR/rc  
enclosures  
cc: Mr. James Ekbatani

Articles of Incorporation

of

1/20/97

INSTITUTE FOR WELLNESS, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is:

INSTITUTE FOR WELLNESS, INC.

**ARTICLE II. MAILING ADDRESS OF CORPORATION**

The mailing address of this Corporation is:

INSTITUTE FOR WELLNESS, INC.

ATTN: Mr. James Ekbatani

9452 South U.S. 1

Port St. Lucie, Florida 34952

**ARTICLE III. CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

**ARTICLE IV. PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it any pay for the shares

pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE V. COMMENCEMENT AND TERM OF EXISTENCE**

This Corporation shall commence its Corporate existence on January 20, 1997. This Corporation shall have perpetual existence.

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

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

RAPPEL & ASSOCIATES, P.A.  
ATTN: Robert Rappel, D.O., J.D.  
2770 Indian River Boulevard  
Vero Beach, FL 32960-4230

**ARTICLE VII. BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one.

**ARTICLE VIII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

RAPPEL & ASSOCIATES, P.A.  
ATTN: Robert Rappel, D.O., J.D.  
2770 Indian River Boulevard  
Vero Beach, FL 32960-4230

#### **ARTICLE VIX. AMENDMENT**

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

#### **ARTICLE X. INDEMNIFICATION**

Except as may otherwise be provided in the Bylaws of this corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of January 21, 1997.

INSTITUTE FOR WELLNESS, INC.

By: 

ROBERT RAPPEL, D.O., J.D.

Incorporator

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of INSTITUTE FOR WELLNESS, INC., in its Articles of Incorporation at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

INSTITUTE FOR WELLNESS, INC.

By: 

Robert Rappel, D.O., J.D.  
RAPPEL & ASSOCIATES, P.A.

Dated: January 21, 1997