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MENDOZA, CALLAS & SCHILLING

ATTORNEYS AT LAW

SIXTH FLOOR • PLAZA CENTER WEST

251 ROYAL PALM WAY

P.O. BOX 2715

PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS  
MARIO G. DE MENDOZA, III  
CHRISTOPHER J. SCHILLING

TELEPHONE (561) 659-1111  
FAX (561) 659-4009

February 6, 1997

CERTIFIED MAIL #P 224 060 213 - RETURN RECEIPT REQUESTED

Corporation Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
2-17-97

300002084703--2

-02/12/97--01014--001

\*\*\*\*122.50 \*\*\*\*122.50

RE: Cholesterol Institute  
of America, Inc.  
Reservation #R96000005389  
Our File No. 4424.3

Dear sir or madam:

Enclosed herewith to be filed with your office, please find the Articles of Incorporation and Resident Agent form for the captioned entity, which was reserved on November 13, 1996, by the undersigned. A copy of the letter reserving same is enclosed for your convenience. Also enclosed herewith please find a check in the amount of \$122.50 to defray the costs set forth below:

Filing Fee	\$ 35.00
Resident Agent Form	\$ 35.00
Certified Copy of the Articles of Incorporation	<u>\$ 52.50</u>

TOTAL: \$122.50

For your convenience in returning to me a certified copy of the Articles of Incorporation, I have enclosed herewith a photocopy of the same.

Thank you for your cooperation in this matter.

Sincerely,

  
Christopher J. Schilling

CJS:ls  
Enclosures

FILED  
97 FEB 12 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 2/24/97



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**February 13, 1997**

**MENDOZA, CALLAS & SCHILLING**  
**P.O. BOX 2715**  
**PALM BEACH, FL 33480**

**SUBJECT: CHOLESTEROL INSTITUTE OF AMERICA, INC.**  
**Ref. Number: W97000003592**

**We have received your document for CHOLESTEROL INSTITUTE OF AMERICA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):**

**The effective date is not acceptable since it is not within five working days of the date of receipt.**

**Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.**

**If you have any questions concerning the filing of your document, please call (904) 487-6067.**

**Neysa Culligan**  
**Document Specialist**

**Letter Number: 397A00007798**

**EFFECTIVE DATE**  
**2-17-97**

**ARTICLES OF INCORPORATION**  
**OF**  
**CHOLESTEROL INSTITUTE OF AMERICA, INC.**

**Article I - Name**

The name of this corporation is CHOLESTEROL INSTITUTE OF AMERICA, INC.

**Article II - Duration**

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

**Article III - Purpose**

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

**Article IV - Capital Stock**

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value non-assessable stock.

**Article V - Amendments**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**Article VI - Initial Registered Office & Agent**

The street address of the initial registered office and the principal place of business of this corporation is 251 Royal Palm Way, Sixth Floor, Palm Beach, Florida 33480. The name of the initial registered agent of this corporation at that address is Christopher J. Schilling, Esquire.

**Article VII - Initial Board of Directors**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The name of the initial director of this corporation is:

Christopher J. Schilling  
251 Royal Palm Way, Suite 602  
Palm Beach, Florida 33480

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article VIII - Incorporator

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

Christopher J. Schilling  
251 Royal Palm Way, Suite 602  
Palm Beach, Florida 33480

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

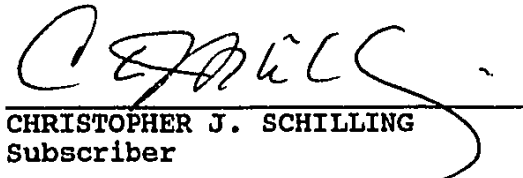
Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

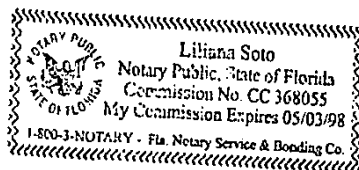
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of February, 1997.

  
CHRISTOPHER J. SCHILLING  
Subscriber

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF PALM BEACH            )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, appeared CHRISTOPHER J. SCHILLING, who is personally known to me, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 17th day of February, 1997.



*Liliانا Soto*

LILIANA SOTO, Notary Public

Commission No.: CC-368055  
Commission Expires: 05/03/98

CJS:ls  
4424.3  
02/17/97

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
SERVICE MAY BE SERVED**

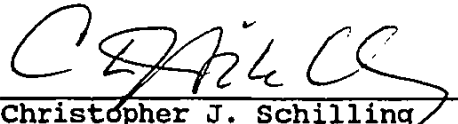
IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT: CHOLESTEROL INSTITUTE OF AMERICA, INC. desiring to  
organize or qualify under the laws of the State of Florida,  
with its principal place of business at Town of Palm Beach,  
State of Florida, has named Christopher J. Schilling, Esq.,  
located at 251 Royal Palm Way, Sixth Floor, Palm Beach, Florida  
33480, as its agent to accept service of process within  
Florida.

FILED  
97 FEB 12 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CHOLESTEROL INSTITUTE OF AMERICA, INC.**

SIGNATURE:


  
Christopher J. Schilling

TITLE: Incorporator

DATE: February 17, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

  
Christopher J. Schilling

DATE: February 17, 1997