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*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO & COLORADO
*BOARD CERTIFIED CIVIL TRIAL LAWYER
*BOARD CERTIFIED REAL ESTATE ATTORNEY
*MASTER OF LAWS IN TAXATION

March 29, 1997

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

RE: Articles of Incorporation for Kathleen Waddell, P. A.

Dear Sir/Madam:

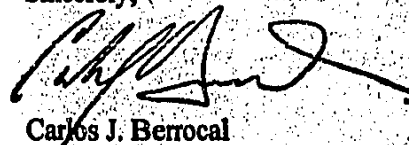
Enclosed please find the original, plus one copy, of the Articles of Incorporation for the above-referenced corporation. We would appreciate your filing the original with your office and forwarding a certified copy back to our office.

In support of our request, we have enclosed a check in the amount of \$122.50 which represents the following charges:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Thank you for your assistance in this matter. Please do not hesitate to contact me should you have any questions.

Sincerely,



Carlos J. Berrocal

FILED
9 APR -3 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CJB/cl
Enclosures

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AL APR 3 - 1997

**ARTICLES OF INCORPORATION
(Professional Service Corporation)
OF**

Kathleen Waddell, a Professional Association

FILED
97 APR -3 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being duly licensed to practice in the State of Florida, desiring to form a Professional Corporation in accordance with the Florida General Corporation Act, Chapter 607, of the Florida Statutes and the Florida Professional Service Corporation Act, Chapter 621 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Kathleen Waddell, a Professional Association.

ARTICLE II - EFFECTIVE DATE AND DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the business of being a dietitian and consultant, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at \$1.00 par value per share.

ARTICLE V - CAPITAL

The amount of stated capital with which the corporation shall begin business is One Thousand and 00/100 Dollars (\$1,000.00).

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

**ARTICLE VII - PRINCIPAL PLACE OF BUSINESS,
INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 4440 PGA Boulevard, Suite 403, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at that address is Kathleen Waddell. The principal place of business shall also be at that same address.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1). The names and addresses of persons who are to serve as directors until the first annual meeting of shareholders, or until his/her or their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Kathleen Waddell	4440 PGA Boulevard, Suite 403 Palm Beach Gardens, Fl 33410

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

<u>Name</u>	<u>Address</u>
Kathleen Waddell	4440 PGA Boulevard, Suite 403 Palm Beach Gardens, Fl 33410

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his

or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED 3.21.97

Kathleen Waddell
Kathleen Waddell
Incorporator

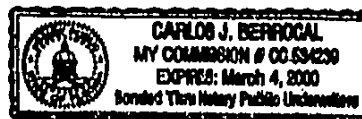
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of March, 1997, by Kathleen Waddell, who is personally known to me or has produced driver's license as identification and [~~did~~/did not] take an oath.

[Signature]
Notary Public

My Commission Expires:



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

In compliance with the Florida Statutes, the following is submitted:

Kathleen Waddell, a Professional Association, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Kathleen Waddell, located at 4440 PGA Boulevard, Suite 403, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGMENT AND ACCEPTANCE

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.

DATE: 3.21.97

Kathleen Waddell
Kathleen Waddell
Registered Agent

97 APR 3 PM 3:46
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of March, 1997, by Kathleen Waddell, who is personally known to me or has produced driver's license as identification and [did/did not] take an oath.

[Signature]
Notary Public
My Commission Expires:

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