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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 WellMed Inc.  
(Corporation Name)

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2  
(Corporation Name)

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Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

OTHER FILINGS	
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**ARTICLES OF INCORPORATION  
OF  
WellMed, Inc.**

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97 MAY 14 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, hereby associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the state providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and we hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be WellMed, Inc.

**ARTICLE II**

The general nature of the business to be transacted by the corporation shall be as follows:

(a) To engage in the business of consulting for medical practices, fitness centers and the media regarding fitness, wellness and other rehabilitative programs.

(b) To engage in any and all lawful business allowed in the State of Florida.

(c) To perform all acts allowed by the corporation act of the State of Florida.

**ARTICLE III**

The capital stock of this corporation shall consist of one hundred (100) shares of common stock having a par value of Five Dollars (\$5.00) per share and which shall be issued as fully paid and non-assessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such By-

Laws as the corporation shall from time to time make, change or alter with a lien reserve in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

#### ARTICLE IV

The amount of capital with which this corporation shall commence is at least Five Hundred (\$500.00) Dollars.

#### ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved according to law.

#### ARTICLE VI

The principal place of business, initial office and mailing address of the corporation shall be 1435 Corona Lane, Vero Beach, Florida, 32963.

#### ARTICLE VII

The number of Directors of this corporation shall initially be one (1) but the By-Laws may provide for such increase and/or decrease in number thereof as authorized by law.

#### ARTICLE VIII

The following person shall be the registered agent for the

corporation to act as its agent to accept service of process within this State:

Name: J. Russell Thacker  
Address: 1601 20th Street  
Vero Beach, Florida, 32960

**ARTICLE IX**

The names and post office addresses of the officers and members of the first Board of Directors who shall hold office for the first year of this corporation's existence or until their successors are chosen and have qualified are as follows:

Kimberly Crawford, M.D.	President/Secretary/ Treasurer/Director
1435 Corona Lane	
Vero Beach, Florida 32963	

**ARTICLE X**

The name and address of the subscriber to these Articles of Incorporation is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Kimberly Crawford, M.D.	1435 Corona Lane Vero Beach, Florida 32963

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE XI**

The following provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of these Articles of Incorporation:

(a) No person shall be required to own, hold or control

stock in the corporation as a condition precedent to holding an office in this corporation;

(b) The directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issuance of new certificates therefor;

(c) The original incorporators of the corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article X herein to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all rights, liabilities and duties entailed by such subscriptions, subject to the Laws of the State of Florida, and the execution of the necessary instruments of assignment.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes stated.

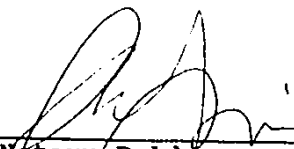
Dated: 5/9/97

Kimberly Crawford  
Kimberly Crawford, M.D.

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority duly authorized to take and administer oaths in the State and County aforesaid, personally appeared KIMBERLY CRAWFORD, M.D., to me personally known to be the individual described in and who subscribed the above and foregoing Articles of Incorporation; and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal of office in the State and County aforesaid this 9 day of May, 1997.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission Expires:

OFFICIAL NOTARY SEAL  
ROGER W LAJOIE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. C618241  
MY COMMISSION EXP. FEB. 3, 2001

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 Section 48.091, Florida Statutes, the  
following is submitted:


That WellMed, Inc., desiring to organize or qualify under  
the laws of the State of Florida, with its principal place of  
business at City of Vero Beach, County of Indian River, State of  
Florida, has named J. RUSSELL THACKER, located at 1601 20th Street,  
Vero Beach, Florida, 32960, as its agent to accept service of  
process within the State of Florida.

Signature:   
(Corporate Officer)

Title: President

Date: May 9, 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:   
(Registered Agent)

Date: May 9, 1997