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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HEALTHLINE USA, INC.

AUDIT NUMBER.....H97000014308

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF

HealthLine USA, Inc.

ARTICLE I

The name of the corporation is HealthLine USA, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the Laws of the United States and the Laws of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that the corporation is authorized to issue is: 100 at \$1.00 par value.

ARTICLE IV

The amount of capital with which the corporation will begin business is the sum of \$500.00.

ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law, and its existence shall commence upon filing.

ARTICLE VI

The street address of the principal office of the corporation in this state shall be:

4430 Royal Palm Avenue
Miami Beach, Florida 33140

ARTICLE VII

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

Name

Address

Betty Roffwarg

4430 Royal Palm Avenue
Miami Beach, Florida 33140

Prepared by:
John J. Malloy, Esq.
10723 S.W. 104th Street
Miami, FL 33176
(305) 273-9600
Fla. Bar #0872334

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ARTICLE VIII

The initial board of directors is as follows:

<u>Name</u>	<u>Address</u>
Betty Roffwarg	4430 Royal Palm Avenue Miami Beach, Florida 33140
Frank Castro	4430 Royal Palm Avenue Miami Beach, Florida 33140

ARTICLE IX

The street address of the initial registered office and the name of the initial Registered Agent at that address shall be:

<u>Name</u>	<u>Address</u>
Betty Roffwarg	4430 Royal Palm Avenue Miami Beach, Florida 33140

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 27 day of August, 1997.

Betty Roffwarg
By BETTY ROFFWARG,
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that Betty Roffwarg, to me personally known, this day acknowledged before me that he executed the foregoing Articles of Incorporation, and I further certify that the said person making said acknowledgment to be the individual described in and who executed the said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said county and state aforesaid, this 27 day of August, 1997.

Elizabeth J. White
NOTARY PUBLIC
State of Florida

My commission expires:



Elizabeth J. White
My Commission CO229770
Expires April 22, 2001

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In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:

That HealthLine USA, Inc., desiring to organize under the laws of the state of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami Beach, County of Dade, State of Florida, has named Betty Roffwarg, located at 4430 Royal Palm Avenue, Miami Beach, Florida 33140, City of Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Betty Roffwarg
Betty Roffwarg, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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