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FLORIDA DIVISION OF CORPORATIONS

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FROM: COONEY, WARD, LESHER & DAMON, P.A.
072262000447

ACCT#:

CONTACT: STEVEN E KELLY
PHONE: (561)842-3000
(561)842-3626

FAX #:

NAME: BASILICUS SANUS CLUB, INC.

AUDIT NUMBER.....H97000016657

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
BASILICUS SANUS CLUB, INC.

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is: BASILICUS SANUS CLUB, INC.

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address and principal place of business of this Corporation is: 415 5th Street,
West Palm Beach, Florida 33401.

H97000016657

Prepared by:

Gerald S. Ilesher, Esquire, FIA Bar No: 284491
Cooney, Ward, Ilesher & Damon, P.A.
4420 Beacon Circle, Suite #100
West Palm Beach, Florida 33407 1
561-842-3000

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000,000 shares of Class A common voting stock and 1,000,000 shares of Class B common non-voting stock with no par value for either.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is 4420 Beacon Circle, Suite #100, West Palm Beach, Florida 33407, and the name of its initial registered agent at that address is Gerald S. Leshner, Esquire.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

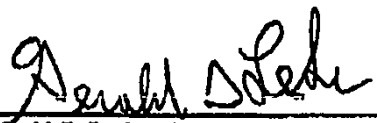
Name

Address

Gerald S. Leshner

4420 Beacon Circle, Suite #100
West Palm Beach, Florida 33407

DATED this 7 day of October, 1997.


Gerald S. Leshner, Incorporator
and Registered Agent

H97000016657

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

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, Gerald S. Leshner, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of October, 1997.

Notary Public

Sign:

Kelly J. Conaughty



State of Florida at Large
My Commission Expires:

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

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ACKNOWLEDGMENT:

Having been named to accept service of process for **BASILICUS SANUS CLUB, INC.**, at the initial registered agent's office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0505 Florida Statutes

Date: October 7th 1997

By:


Gerald S. Leshner

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