

Charter Number Only

10/22/97

FILE

VALIDATION ONLY

Peter Gruber

Requestor's Name
9100 S. Dadeland Blvd. #910

Address
MIAMI FL 33156

City State ZIP Phone

670-1010B

400002327744--1
-10/23/97--01038--011
****122.50 ****122.50

CORPORATION(S) NAME

TO YOUR HEALTH, INC.

FILED
97 OCT 31 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

RECEIVED

97 OCT 23 AM 10:27

DIVISION OF CORPORATION

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

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10/31/97

Certified Copy

1097-24164



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 23, 1997

EMPIRE

MIAMI, FL

SUBJECT: TO YOUR HEALTH, INC.
Ref. Number: W97000024164

We have received your document for TO YOUR HEALTH, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 597A00051717

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97 OCT 31 AM 10:45
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

of

TO HEALTH, INC.

FILED
97 OCT 31 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

TO HEALTH, INC.

The principal place of business of this corporation shall be:

6801 S.W. 135th Terrace
Miami, Florida 33156

ARTICLE II

Duration

This corporation shall exist in perpetuity.

ARTICLE III

Purpose

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

Stock

The maximum number of shares of stock that this corporation is authorized to have

outstanding at any one time is One Hundred (100) shares of common stock, having a par value of One (\$1.00) Dollar per share which shall be designated as common shares.

ARTICLE V

Right of Shares of Capital Stock

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one (1) vote.

Nothing in these Articles shall be construed to allow for cumulative voting of said shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 9100 South Dadeland Boulevard, Suite 910, Miami, Florida 33156, and the name of the initial Registered Agent of the corporation at that address is Peter G. Gruber, P.A.

ARTICLE VII

Indemnification

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute §607.0850.

ARTICLE VIII

Initial Board of Directors

This corporation shall have one (1) director, initially. The number of directors may either be increased or decreased, from time to time, by the By-laws, adopted by the corporation. The name and street address of the initial member of the Board of Directors is:

Lesley Spektor
6801 S.W. 135th Terrace
Miami, Florida 33156

ARTICLE IX

Amendments

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

ARTICLE X

By-laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XI

Officers

The names and addressees of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

President/Secretary:	Lesley Spektor
	6801 S.W. 135th Terrace
	Miami, Florida 33156

ARTICLE XII

Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Lesley Spektor
6801 S.W. 135th Terrace
Miami, Florida 33156

ARTICLE XIII

Special Provision

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XIV

Effective Date

The existence of the corporation shall begin on the date of filing of these Articles of Incorporation.

In Witness Whereof, the undersigned has hereunto set his hand and seal on this th 29 day of OCTOBER, 1997.


Lesley Spektor

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is TO HEALTH, INC.
2. The name and address of the registered agent and office is:

PETER G. GRUBER, P.A.
9100 South Dadeland Boulevard
One Datan Center, Suite 910
Miami, Florida 33156

TO HEALTH, INC.

By: *Lesley A. Spektor*
Lesley Spektor, President

Dated: 10/29/97

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

PETER G. GRUBER, P.A.

By: *Peter G. Gruber*
Peter G. Gruber, Esquire

Dated: 10/29/97

TOHLTH.INC 10/21/97

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TALLAHASSEE, FLORIDA