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KEVIN I. DOWNEY

ATTORNEY AT LAW

2631-B N.W. 41st STREET  
GAINESVILLE, FLORIDA 32606

(352) 372-4554

November 26, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida, 32314

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-12/01/97--01159--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Health and Wealth Associates, Inc.

Gentlemen:

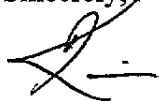
I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

|                      |                 |
|----------------------|-----------------|
| Filing Fee           | \$ 35.00        |
| Certified Copy       | \$ 52.50        |
| Registered Agent Fee | <u>\$ 35.00</u> |
| Total                | \$ 122.50       |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,



Kevin I. Downey

Enclosures (2)

FILED  
97 DEC -1 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 12/8/97

**KEVIN I. DOWNEY**

ATTORNEY AT LAW

2631-B N.W. 41ST STREET  
GAINESVILLE, FLORIDA 32606

(352) 373-4554

December 4, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida, 32314

**Attention: Niysa Culligan**

Re: Triangle of Health & Wealth Consultants, Inc.

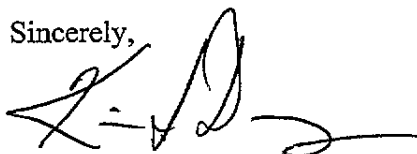
Dear Ms. Culligan:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. These Articles are intended to replace the Articles of Incorporation recently submitted by my office for Health & Wealth Associates, Inc.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Please apply the monies included with the earlier Articles towards the appropriate fees for the enclosed corporation.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read 'K. I. Downey', with a long horizontal flourish extending to the right.

Kevin I. Downey

Enclosures (2)

**ARTICLES OF INCORPORATION**  
**of**  
**Triangle of Health & Wealth Consultants, Inc.**

The undersigned, acting as an 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 the corporation is:

Triangle of Health & Wealth Consultants, Inc.

**Article II     Principal Office and Mailing Address.**     The street address and mailing address of the principal office is 6628 NW 9th Boulevard, Gainesville, Florida 32605.

**Article III     Shares.**     The corporation is authorized to issue One Hundred (100) shares. The par value is \$1.00 per share. Each share of stock shall be entitled to one (1) vote, and in the election of directors of the corporation, the holders of the stock shall be entitled to vote their stock cumulatively.

**Article IV     Preemptive Rights.**     Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently issued, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**Article V     Initial Registered Agent and Office.**     The name and street address of the initial registered agent and office are:

Kevin I. Downey  
2631-B N.W. 41st Street  
Gainesville, Florida 32606

**FILED**  
**97 DEC - 1 AM 10:41**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**


**Article VI    Incorporator.**    The name and address of the Incorporator are:

Kevin I. Downey  
2631-B N.W. 41st Street  
Gainesville, Florida 32606

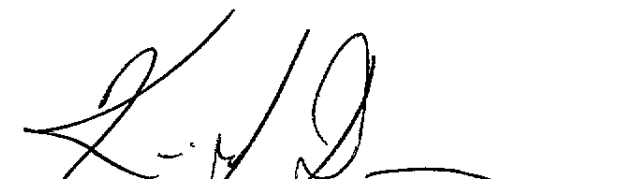
**Article VII    Initial Director.**    The name and address of the initial director of this corporation are:

Jeffrey B. Klein, M.D.    6628 NW 9th Boulevard, Gainesville, Florida 32605

**In Witness Whereof**, the undersigned Incorporator has executed these Articles of Incorporation on December 4, 1997.

  
Kevin I. Downey, Incorporator

Having been named as registered agent for the above-styled corporation, I hereby agree to act in this capacity. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

  
Kevin I. Downey, Registered Agent

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