

SHERMAN
LAW OFFICES
CHARTERED

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Fort Lauderdale, Florida 33306
Telephone: (954) 566-8855 Telefax (954) 566-8902

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March 19, 1997

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Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Wellness Nutritional Consultants, Inc.
Our File No: 98-127 S

Dear Sir:

Enclosed is an original and copy of Articles of Incorporation for the above-captioned corporation. Please file the original Articles and return to me a certified copy, together with a Certificate Under Seal, in the stamped return envelope I have provided.

My check is enclosed as follows:

\$ 35.00	filing fee
52.50	certified copy
35.00	registered agent designation
8.75	certificate under Seal

\$131.25

Thank you for your consideration.

Sincerely,

SHERMAN LAW OFFICES, CHARTERED

By: 

Kim Douglas Sherman, Esq.

KDS:fh

cc: Client

98 MAR 24 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

QIN 3-26-98

ARTICLES OF INCORPORATION
OF
WELLNESS NUTRITIONAL CONSULTANTS, INC.

FILED
98 MAR 24 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAMES W. McCAULEY, M.D., a natural person competent to contract does hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I
NAME

The name of this corporation shall be as stated above as WELLNESS NUTRITIONAL CONSULTANTS, INC..

ARTICLE II
GENERAL NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be FIVE HUNDRED (500) shares having a par value of ONE DOLLAR (\$1.00) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the Incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at any such other places within or without the State of Florida that may be deemed expedient:

951 N.W. 13th Street
#3E
Boca Raton, FL 33486

ARTICLE VII DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9), the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may be removed without cause at any annual or special meeting of the Stockholders where a quorum is present, in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting. Any Officer of the corporation may be removed without cause at any annual or special meeting of the Board of Directors, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the Directors present at said meeting.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and address of the first Board of Directors are:

JAMES W. McCAULEY, M.D.
951 N.W. 13th Street
#3E
Boca Raton, FL 33486

Their successors are elected and appointed and have qualified.

ARTICLE IX
SUBSCRIBERS

The names and addresses of the sole subscribers to these Articles of Incorporation are as follows:

JAMES W. McCAULEY, M.D.
951 N.W. 13th Street
#3E
Boca Raton, FL 33486

ARTICLE X
CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually or any firm of which any Director may be a member may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interest shall be disclosed thereof, and any Director of this corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the board of Directors, and may vote at any such meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

ARTICLE XI
INDEMNIFICATION

Every Director and every Officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved, or any appeal therein, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement or reimbursement as being in the best

interests of this corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled as a matter of law or otherwise.

ARTICLE XII
ASSIGNMENT OF SUBSCRIPTIONS

The original Subscriber to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his subscription to any other person, firm or corporation who may thereafter become Subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original Subscriber, and assume and carry out all the 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.

ARTICLE XIII
AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed in the laws of the state of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, We have executed these Articles of Incorporation for the uses and purposes herein stated.



JAMES W. McCAULEY, M.D.

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared JAMES W. McCAULEY, M.D., to me known to be the person described as Subscriber to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Palm Beach County, Florida this 15th day of March, 1998.

My Commission Expires:


NOTARY PUBLIC, State of Florida

I.D. Provided or Personally Known.

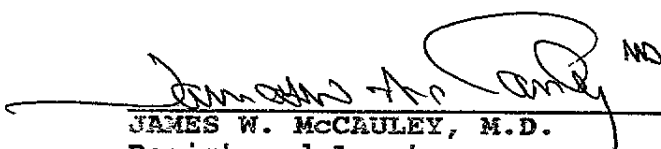
Marie Rose Nusrata
Notary Public, State of Florida
Commission No. CC 408244
My Commission Exp. 12/31/2000
NOTARY - Fla. Notary Service & Recording Co.

**CERTIFICATE DESIGNATING AGENT FOR SERVICE OF PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes,
the following is submitted:

WELLNESS NUTRITIONAL CONSULTANTS, INC., desiring to organize
under the laws of the State of Florida with its initial registered
office as indicated in the Articles of Incorporation, at 951 N.W.
13th Street, #3E, Boca Raton, Palm Beach County, Florida, has named
JAMES W. McCAULEY, M.D. as its registered agent to accept service
of process within this state.

Having been named as the registered agent for the above
corporation for the purpose of accepting service of process at the
registered office designated in this certificate, I hereby accept
such appointment and acknowledge that I am familiar with and accept
the obligations and responsibilities of such office as provided for
in Florida Statutes 607.0505.


JAMES W. McCAULEY, M.D.
Registered Agent

FILED
98 MAR 24 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA