

P98000030535

March 27, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800002474088--0  
-03/31/98-01102--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Incorporation of Colon Health Therapy, Inc.

Dear Sirs:

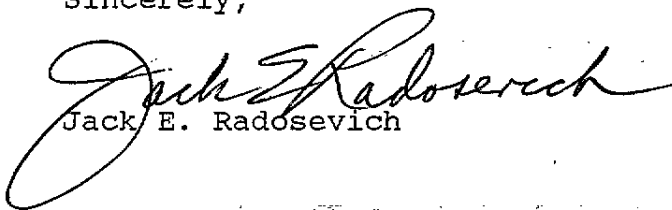
Enclosed you will find one original and one copy of the Articles of Incorporation for Colon Health Therapy, Inc. together with a check for \$70.00.

The return address for the corporation is:

Colon Health Therapy, Inc.  
801 West Bay Drive, Suite 200  
Largo, Florida 33770

If you should have any questions, please feel free to contact me.  
(813) 501-1111

Sincerely,

  
Jack E. Radosevich

EFFECTIVE DATE  
3-27-98

FILED  
98 MAR 31 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15-27

ARTICLES OF INCORPORATION

OF

COLON HEALTH THERAPY, INC.

FILED  
98 MAR 31 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

EFFECTIVE DATE  
3-27-98

ARTICLE I

NAME

The name of this corporation shall be:

COLON HEALTH THERAPY, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

7325 Blind Pass Road  
Suite South  
St. Pete Beach, Florida 33706

ARTICLE III

BUSINESS AND PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purpose of the corporation, shall be as follows:

- a. to engage in the business of massage therapy and colon health therapy;
- b. to invest in real estate, mortgages, stocks, bonds or any other type of investments;
- c. to own real and personal property; and
- d. in general, to have and exercise all powers conferred by the laws of Florida upon corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV  
CAPITAL STOCK

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be Ten Thousand (10,000) shares of common stock with One Dollar (\$1.00) par value per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V  
EXISTENCE OF CORPORATION

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on March 27, 1998, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

ARTICLE VI  
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 801 West Bay Drive, Suite 200, Largo, Florida 33770 and the initial registered agent of this corporation at such office shall be JACK E. RADOSEVICH. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII  
BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than one (1), the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until their successors have been duly elected and qualified. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Leslie Young	7325 Blind Pass Road, Suite South St. Pete Beach, Florida 33706
Chris Stockholm	7325 Blind Pass Road, Suite South St. Pete Beach, Florida 33706

ARTICLE IX  
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Leslie Young	7325 Blind Pass Road, Suite South St. Pete Beach, Florida 33706

ARTICLE X  
BY-LAWS

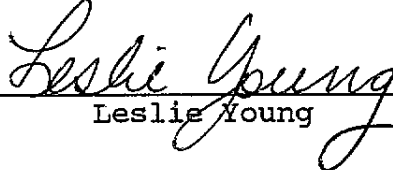
(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI  
AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

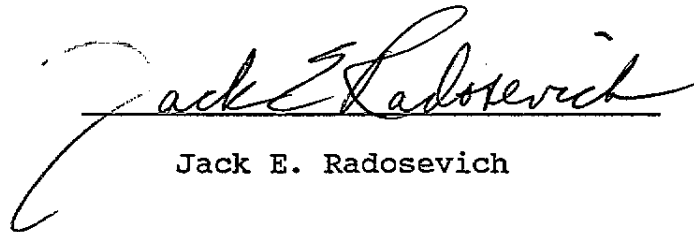
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

  
\_\_\_\_\_  
Leslie Young

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, JACK E. RADOSEVICH, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 27th day of March, 1998.

  
Jack E. Radosevich

**FILED**  
98 MAR 31 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA