

P980000 75144

LAW OFFICES  
JEFFREY A. DEVORE, P.A.  
NATIONS BANK TOWER • SUITE 1501  
1555 PALM BEACH LAKES BOULEVARD  
WEST PALM BEACH, FLORIDA 33401

HTTP://WWW.VISABANK.COM

JEFFREY A. DEVORE, Esq.\*

SCOTT D. DEVORE, Esq.

OF COUNSEL  
ALFRED ZUCARO, JR., Esq.

\*FLORIDA BAR BOARD CERTIFIED  
IMMIGRATION & NATURALIZATION LAW

August 24, 1998

TELEPHONE  
(561) 478-5353  
(800) 840-0053

FACSIMILE  
(561) 478-2144

LONDON AFFILIATE OFFICE

MERRIMAN WHITE  
3 KING'S BENCH WALK  
INNER TEMPLE  
LONDON EC4Y 7DJ

TELEPHONE  
(0171) 936-2050

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

900002625219--8  
-08/26/98--01034--002  
\*\*\*122.50 \*\*\*122.50

Re: Total Wellness, Inc.  
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the following:

- Articles of Incorporation for Total Wellness, Inc. (original and one copy); and
- Our trust account check in the amount \$122.50 covering the following:
  - a. Filing fee;
  - b. Registered Agent designation; and
  - c. Certified copy fee.

Please be so kind as to file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned in the self-addressed, stamped envelope provided for your convenience. Your prompt attention to this matter is appreciated.

Sincerely,

JEFFREY A. DEVORE

JAD/cam  
Enclosures

APPROVED  
AND  
FILED  
98 AUG 26 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK AUG 28 1998

**ARTICLES OF INCORPORATION**

**OF**

**TOTAL WELLNESS, INC.**

**ARTICLE I - NAME**

The name of the Corporation is: TOTAL WELLNESS, INC.

**ARTICLE II - DURATION**

This Corporation shall commence its existence on the date of filing these Articles with the Secretary of State and shall exist perpetually hereafter unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States, the State of Florida, or any other State, Province, Territory or Nation.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share. All of said stock shall be payable in cash, property (real or personal) or labor or services of just valuation to be fixed by the Board of Directors.

**TOTAL WELLNESS, INC.**

Page 1 of 6

98 AUG 26 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

#### ARTICLE V - CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of their votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

#### ARTICLE VI - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

**ARTICLE VII - INITIAL REGISTERED OFFICE,  
AGENT, AND PRINCIPAL PLACE OF BUSINESS**

The street and mailing address of the initial registered office and principal place of business of this Corporation is 1555 Palm Beach Lakes Boulevard, Suite 1501, West Palm Beach, Florida 33401, and the initial registered agent of this Corporation at such office shall be Jeffrey A. Devore, Esq., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VIII - BOARD OF DIRECTORS**

A Director is not required to be a resident of the State of Florida or a Shareholder of the Corporation.

**ARTICLE IX - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Jeffrey A. Devore, Esq.	1555 Palm Beach Lakes Boulevard Suite 1501 West Palm Beach, Florida 33401

**ARTICLE X - BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and Shareholders.

**TOTAL WELLNESS, INC.**

**ARTICLE XI - INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law either now existing or hereafter enacted. The private property of the stockholders cannot be subject to the payment of the corporate debts except as otherwise required by law.

**ARTICLE XII - AMENDMENTS**

Any provision of these Articles of Incorporation or any amendment to them may be amended or repealed by vote of the Shareholders.

IN WITNESS HEREOF, the undersigned subscriber has executed these Articles of Incorporation this \_\_\_\_ day of August 1998.

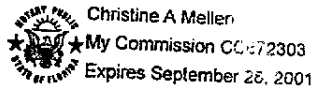
  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA     )  
                              )  
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation of the TOTAL WELLNESS, INC., were acknowledge before me this 3<sup>rd</sup> day of August 1998 by Jeffrey A. Devore, as Incorporator.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

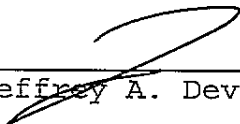


**TOTAL WELLNESS, INC.**

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TOTAL WELLNESS, INC., at the place designated in the Articles of Incorporation, Jeffrey A. Devore, Esq., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 8/3/95

  
\_\_\_\_\_  
Jeffrey A. Devore, Esq.

APPROVED  
AND  
FILED  
98 AUG 26 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA