19800082735 The Law Offices of Sherri B. Simpson, P.A.

3101 S.W. 10th Street Pompano Beach, Florida 33069 TEL: (954) 972-3575-FAX (954) 972-6900

September 18, 1998

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Department of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399
(850) 487-6052

EFFECTIVE DATE

RE: Healthy Image Alternatives, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation and a check in the amount of \$ 70.00 payable to the secretary of state, division of corporations.

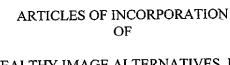
Please file and return a conformed copy. SASE included.

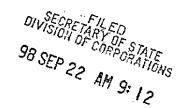
Sincerely,

Sherri Simpson, Esq.

For the Firm

SBS/hs





HEALTHY IMAGE ALTERNATIVES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is HEALTHY IMAGE ALTERNATIVES, INC.

ARTICLE II

The existence of the corporation shall begin on September 19, 1998.

ARTICLE III

The street address of the principal office of the Corporation is 2913 N. 33 Terrace, Hollywood, Florida 33021.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 3101 S.W. 10th Street, Pompano Beach, Florida 33069. The initial registered agent for the Corporation at that address is Sherri B. Simpson, Esq.

ARTICLE VI

The initial board of directors shall consist of one member. The names and address of the persons who will serve on the initial board of directors are:

Name

Address

David Botknecht

2913 N. 33 Terrace Hollywood, Florida 33021

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ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name Sherri B. Simpson, Esq. Address 3101 S.W. 10th Street Pompano Beach, Florida 33069

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of September, 1998.

Name: Sherri B. Simpson, Esq. Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Healthy Image Alternatives, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Name: Sherri B. Simpson, Esq. Date: September 18, 1998