

**ZELLER & KEIHNER, L.L.P.**

FIRST UNION BANK BUILDING  
411 SOUTH COUNTY ROAD, SUITE 200  
PALM BEACH, FLORIDA 33480  
TELEPHONE 561 832-7720  
TELEFAX 561 832-1492

Offices In:  
Bal Harbour  
Palm Beach  
Tallahassee

Bruce W. Keihner, P.A.  
Admitted in Florida and New York  
Ronald J. Zeller, P.A.  
Admitted in Florida and Michigan

Of Counsel

James J. Cooney, Esq.  
A. Faxon Henderson, Esq.  
Mark L. Jacobson, P.A.  
Richard H. Olsen, Esq.

September 18, 1998

Department of State  
Corporate Division  
409 East Gaines Street  
Tallahassee, FL 32399

ATTN: Ms. Dana Calloway

RE: Filing of Articles of Incorporation  
HealthNow, Inc.

Dear Ms. Calloway:

Enclosed please find Articles of Incorporation for the above corporation for filing with the State of Florida. Enclosed also please find our check in the amount of \$78.75, representing the total filing fee of \$70.00, and \$8.75 for the cost of a Certificate of Status for the corporation.

Kindly forward the Certificate of Status to us in the self addressed envelope enclosed for your convenience.

Thank you for your assistance in this matter.

Very truly yours,



Ronald J. Zeller, Esq.

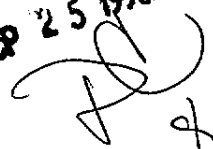
RJZ/ml  
Encls.

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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98 NOV 30 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOV 30 1998

SEP 25 1998





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 25, 1998

RONALD J. ZELLER, ESQUIRE  
411 SOUTH COUNTY ROAD  
SUITE 200  
PALM BEACH, FL 33480

SUBJECT: HEALTHNOW, INC.  
Ref. Number: W98000022023

We have received your document for HEALTHNOW, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 298A00048407

Bruce W. Keihner, P.A.  
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Offices In:  
Bal Harbour  
Palm Beach  
Tallahassee

November 24, 1998

Ms. Dana Calloway, Document Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

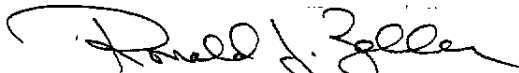
Re: HEALTHNOW, INC.  
Ref.# W98000022023  
Letter No.: 298A00048407

Dear Ms. Calloway:

Enclosed please find a copy of your letter dated September 25, 1998 and the new Articles of Incorporation for JFA-HAA, Inc.

If you have any questions regarding the above please call the undersigned.

Sincerely,

  
Ronald J. Zeller, Esq.

RJZ:stz

ARTICLES OF INCORPORATION

OF

"JFA-HAA, INC."

FILED  
98 NOV 30 AM 9:1  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be JFA-HAA, INC.

ARTICLE II

Purpose

This Corporation is organized for the following purposes;

(a) For marketing and sale of health products and related activities, and any other business activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 1,000 shares of \$0.01 par value common stock.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

## ARTICLE V

### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

## ARTICLE VI

### Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 411 South County Road, Suite 200, Palm Beach, FL 33480, and the name of the initial registered agent of this Corporation at that address is Ronald J. Zeller.

## ARTICLE VII

### Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Board of Directors pursuant to the By-laws but shall never be less than (1). The names and addresses of the initial director of this Corporation is as follows:

Suzanne T. Zeller

## ARTICLE VIII

### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE IX

### Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## ARTICLE X

### Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.

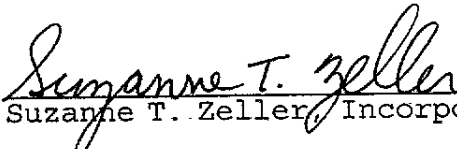
B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in any way interested.

## ARTICLE XI

### Incorporator

The name and address of the person signing these Articles is as follows: Suzanne T. Zeller.

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

  
Suzanne T. Zeller Incorporator

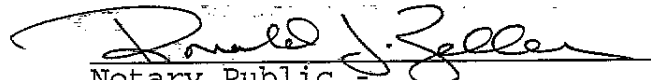
STATE OF FLORIDA

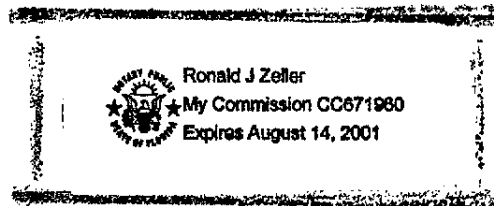
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Suzanne T. Zeller, personally known to me, or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 24<sup>th</sup> day of November, 1998.

(SEAL)

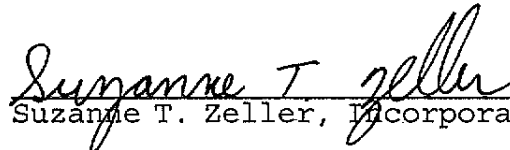
  
Notary Public \_\_\_\_\_  
My Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_




CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT JFA-HAA, INC. DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS IN PALM BEACH, STATE OF FLORIDA, HAS NAMED RONALD J.  
ZELLER, LOCATED AT 411 SOUTH COUNTY ROAD, SUITE 200, PALM BEACH, FL  
33480, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
Suzanne T. Zeller, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPERTY AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
Ronald J. Zeller  
Registered Agent  
Dated: November 2

98 NOV 30 AM 9:14  
FILED  
CLERK OF STATE  
TALLAHASSEE FLORIDA