

P98000/00953

JOE M. GONZALEZ, P. A.  
ATTORNEY AT LAW

FILED

98 NOV 30 AM 10:15

November 23, 1998

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-11/30/98--01138--014  
\*\*\*122.50 \*\*\*\*\*78.75

Re: **HealthWise, Inc.**

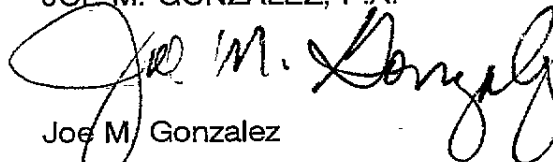
Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation regarding **HealthWise, Inc.**, for filing with the Secretary of State. Also enclosed is a check for One Hundred Twenty-Two and 50/100 (\$122.50) for the filing fee.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,

JOE M. GONZALEZ, P.A.

  
Joe M. Gonzalez

JMG:ba  
Enclosures

P. Hall  
DEC - 4 1998



**ARTICLES OF INCORPORATION  
OF  
HEALTHWISE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be HEALTHWISE, Inc.

**ARTICLE II - NATURE OF BUSINESS**

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

**ARTICLE III - CAPITAL STOCKS**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares all of which shall be voting common stock of the par value of One (\$1.00) Dollar.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this corporation at a regular or special meeting.

**ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business will not be less than Five Hundred Dollars (\$500.00) Dollars.

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial office and principal location of this corporation is:

3612 Belcher Drive  
Tampa, Florida 33629

The name and address of the initial registered agent of this corporation is Joe M. Gonzalez, Esquire, 304 South Willow Avenue, Tampa, Florida 33606.

**ARTICLE VII - DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial officers of this corporation are as follows:

President: Letitia Alspach  
3612 Belcher Drive  
Tampa, Florida 33629

Secretary: Letitia Alspach  
3612 Belcher Drive  
Tampa, Florida 33629

Treasurer: Letitia Alspach  
3612 Belcher Drive  
Tampa, Florida 33629

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

follows:

Letitia Alspach  
3612 Belcher Drive  
Tampa, Florida 33629

**ARTICLE VIII - INCORPORATORS**

The name and address of the incorporator of this corporation is as follows:

Letitia Alspach  
3612 Belcher Drive  
Tampa, Florida 33629

**IN WITNESS WHEREOF** the incorporator has hereunto set her hand and seal, this

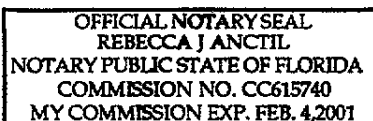
23 day of November, 1998.

Letitia Alspach  
Letitia Alspach

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

I hereby Certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Letitia Alspach, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person(s): personally known and that an oath was not taken.

23<sup>rd</sup> Witness my hand and official seal in the County and State last aforesaid this day of November, A.D., 1998



Rebecca J. Ancil  
NOTARY SIGNATURE

REBECCA J. ANCIL  
PRINT NOTARY SIGNATURE

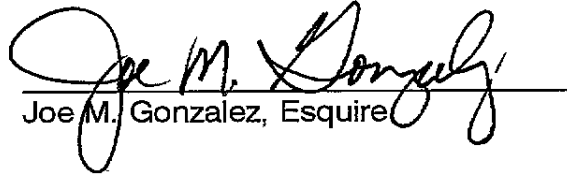
Notary Seal

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

In pursuance of Chapter 616.023, Florida Statutes, the following is submitted in compliance with said act:

That HEALTHWISE, INC. is desiring to organize under the laws of the State of Florida as a corporation with its principal office, as indicated in its Articles of Incorporation, that HEALTHWISE, INC. has named Joe M. Gonzalez, Esquire, as agent to accept service of process within this state.

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 to comply with the provisions of said act relative to keeping open said office.

  
Joe M. Gonzalez, Esquire

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