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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

LIVE AND BE WELL MEMBERSHIP ASSOCIATION, INC.

Certificate of Status	0
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B. REGISTER DEC 17 1998

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ARTICLES OF INCORPORATION
OF
LIVE AND BE WELL MEMBERSHIP ASSOCIATION, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is LIVE AND BE WELL MEMBERSHIP ASSOCIATION, INC. (the "Corporation").

ARTICLE II

The street address of the initial principal office and mailing address of the Corporation is 2139 University Drive, # 289, Coral Springs, Florida 33071.

ARTICLE III

The Corporation is authorized to issue 1000 shares of common stock of \$.01 par value per share.

ARTICLE IV

The street address of the initial registered office of the Corporation is: 12621 N.W. 13th Court, Sunrise, Florida 33323, and the registered agent at that address is: Edward A. Stahl.

Anne Nowick Branan
FL Bar No. 0772811
Broad and Cassel
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394
(954) 764-7060

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ARTICLE V

The name and address of the incorporator of the Corporation is: Edward A. Stahl, 12621 N.W. 13th Court, Sunrise, Florida 33323.

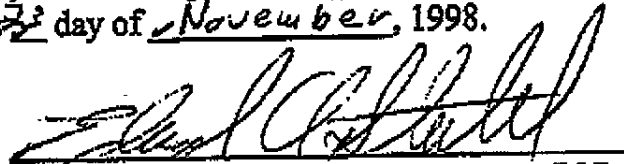
ARTICLE VI

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE VII

The Corporation expressly elects not to be governed by either Section 607.0901 or 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of November, 1998.

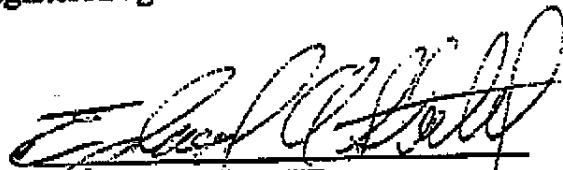

EDWARD A. STAHL, INCORPORATOR

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


EDWARD A. STAHL

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