

*P99000014222*  
*Kenneth S. Sandler, P.A.*

February 9, 1999

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 10 PM 3:09

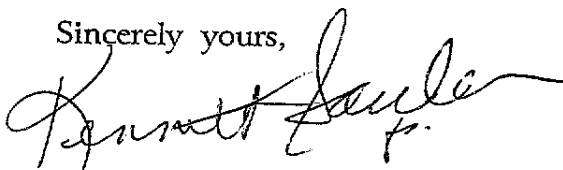
RE: ARTICLES OF INCORPORATION  
ULTRA HEALTH, INC.

800002771339-3  
-02/10/99--01069--026  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Clerk:

Enclosed please find a check in the amount of \$70.00 for filing the Articles of Incorporation for the above referenced corporation. Please return a stamped copy to the undersigned.

Sincerely yours,



KENNETH S. SANDLER

KSS/fs  
Enclosure

ARTICLES OF INCORPORATION  
OF  
ULTRA HEALTH, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be ULTRA HEALTH, INC. The principal place of business of this corporation shall be 2815 Evans Street, Hollywood, Florida 33020.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. The corporation will begin business with Five Hundred Dollars (\$500.00).

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4700-B Sheridan Street, Hollywood, Florida 33021, and the name of the initial registered agent of the corporation at that address is KENNETH S. SANDLER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code. The corporation further elects to qualify as a "S" corporation.

#### ARTICLE VIII. DIRECTORS

This corporation shall have three (3) directors, initially. The name and street address of the initial members of the Board of Directors is:

Joe Atwell  
2815 Evans Street  
Hollywood, Florida 33020

Leonel Garcia  
4994 S.W. 94th Avenue  
Cooper City, Florida 33328

Irwin Kendall  
6453 Racquet Club Drive  
Lauderhill, Florida 33319

#### ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

President/Treasurer: Joe Atwell  
2815 Evans Street  
Hollywood, Florida 33020

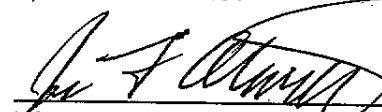
Vice President: Leonel Garcia  
4994 S.W. 94th Avenue  
Cooper City, Florida 33328

Secretary: Irwin Kendall  
6453 Racquet Club Drive

ARTICLE X. SUBSCRIBERS

The name and address of the subscribers to these Articles of Incorporation is:

Joe Atwell  
2815 Evans Street  
Hollywood, Florida 33020

  
JOE ATWELL, Subscriber


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ARTICLE XI.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

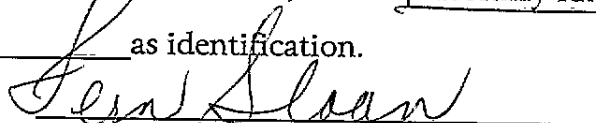
IN ARTICLES OF INCORPORATION

I, KENNETH S. SANDLER, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accepts the duties and responsibilities of the position of Registered Agent under Section 607.0505, Florida Statutes for said Corporation.

BY:   
KENNETH S. SANDLER

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14 day of JAN, 1999 by KENNETH S. SANDLER, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
Notary Public

My commission expires:  
artincrp.atw

