



THE UNITED STATES
CORPORATION
COMPANY

P99000048748

99 MAY 28 AM 11:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 257046 4303929

AUTHORIZATION :

Patricia Kizito

COST LIMIT : \$ 78.75

ORDER DATE : May 27, 1999

ORDER TIME : 10:39 AM

ORDER NO. : 257046-005

CUSTOMER NO: 4303929

900002889489--8

CUSTOMER: Myrna Golinsky, Legal Asst
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: HEALTH SAVER CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 5/28/99 (4)
RECEIVED
99 MAY 28 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HEALTH SAVER CLUB, INC.

FILED
99 MAY 28 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is HEALTH SAVER CLUB, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2801 Ponce de Leon Blvd., Suite 160, Coral Gables, Florida 33134.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
2,500	\$.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the members of the initial Board of Directors who are to serve as the Corporation's director until their successors are duly elected and qualified are:

Michael Fernandez
2801 Ponce de León Blvd.
Suite 160
Coral Gables, FL 33134

Peter Jimenez
2801 Ponce de León Blvd.
Suite 160
Coral Gables, FL 33134

Leila Chang
2801 Ponce de León Blvd.
Suite 160
Coral Gables, FL 33134

ARTICLE VII

The name of the Incorporator is Corporation Service Company and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 28 day of May, 1999.

Corporation Service Company

Deborah D. Skipper

Deborah D. Skipper

Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of HEALTH SAVER CLUB, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

Deborah D. Skipper Registered Agent

DATED: May 28 1999.

FILED
99 MAY 28 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA