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FILED

99 JUN 30 AM 8:08



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 292610 121049A

AUTHORIZATION :

Patricia Pignatelli

SECRETARY OF STATE TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10-29-99

COST LIMIT : \$ 78.75

ORDER DATE : June 30, 1999

ORDER TIME : 12:14 PM

ORDER NO. : 292610-005

400002919954--0

CUSTOMER NO: 121049A

CUSTOMER: Ms. Marla Mayster AKERMAN SENTERFITT & EIDSON, AKERMAN SENTERFITT & EIDSON, Las Olas Centre, Suite 950 450 East Las Olas Boulevard Fort Lauderdale, FL 33301

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99 JUN 30 AM 1:38

SECRETARY OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MEDICAL WELLNESS GROUP, 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 7/1/99

**ARTICLES OF INCORPORATION OF  
MEDICAL WELLNESS GROUP, INC.**

**FILED**  
99 JUN 30 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**EFFECTIVE DATE**  
6-29-99

**First:** The corporate name for the corporation (hereinafter called the "corporation") is:

**MEDICAL WELLNESS GROUP, INC.**

**Second:** The address, wherever located, of the principal office of the corporation, if known, is:

11911 U.S. Highway One, Suite 102  
North Palm Beach, FL 33408

**Third:** The mailing address, wherever located, of the corporation is:

11911 U.S. Highway One, Suite 102  
North Palm Beach, FL 33408

**Fourth:** The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 dollar each and are of the same class and are to be common shares.

**Fifth:** The street address of the initial registered office of the corporation in the State of Florida is 450 East Las Olas Blvd., Suite 950, Fort Lauderdale, FL 33301.

The name of the initial registered agent of the corporation at the said registered office is **Jeffrey B. Kahn**.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is attached hereto and is made a part of these Articles of Incorporation.

**Sixth:** The name and address of the incorporator are:

<b>Name</b>	<b>Address</b>
Jeffrey B. Kahn	450 E. Las Olas Blvd., Suite 950 Ft. Lauderdale, FL 33301

**Seventh:** The purposes for which the corporation is organized, shall be the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

**Eighth:** The duration of the corporation shall be perpetual.

**Ninth:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Tenth:** The effective date of these Articles of Incorporation shall be June 29, 1999.

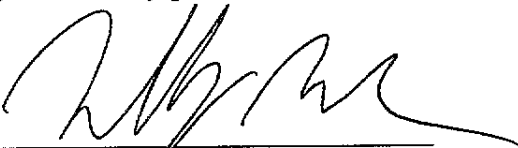
Signed on June 29, 1999.

  
\_\_\_\_\_  
Jeffrey B. Kahn, Incorporator

**ACCEPTANCE AS REGISTERED AGENT**  
pursuant to Section 607.0501(3) of the Florida Business Corporation Act

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Having been named as registered agent and to accept service of process for **MEDICAL**  
**WELLNESS GROUP, INC.** at the place designated in its Articles of Incorporation, 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.

  
\_\_\_\_\_  
Jeffrey B. Kahn

Dated: June 29, 1999