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LAW OFFICES OF  
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JOEL D. BROIDA  
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December 7  
~~November 24, 1999~~

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Secretary of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: HealthWorks Enterprises, Inc.

Dear Sir/Madam:

Enclosed for filing with the Secretary of State are the Articles of Incorporation of HEALTHWORKS ENTERPRISES, INC. Enclosed is my trust account check made payable to the Secretary of State in the amount of \$70.00 representing the filing fee.

Please return the filed Articles and Letter of Filing to the undersigned at the letterhead address.

Thank you for your assistance and your prompt attention to this matter.

Very truly yours,

*A. Keith McKinney, Jr.*

S. Keith McKinney, Jr., Esquire  
SKM/tas  
enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HealthWorks Enterprises, Inc.**

The undersigned, a natural person acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I: CORPORATE NAME**

The name of this Corporation is HealthWorks Enterprises, Inc., located at 4615 Gulf Blvd., Suite 216, St. Pete Beach, Florida 33706.

**ARTICLE II: TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon the filing and approval of these Articles of Incorporation with and by the Secretary of State of the State of Florida.

**ARTICLE III: CORPORATE PURPOSES AND POWERS**

The purpose for which this Corporation is organized is to market health products, and to do all other things incidental to said purpose or connected therewith that are not forbidden by the Florida Corporation Laws or by any other laws, or by these Articles of Incorporation; and to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to include but not necessarily be limited to the following:

A. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interests therein, wherever situated;

B. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes bonds, and other obligations, and secure any of its obligation by mortgage or pledge of all or any of its property, franchises, and income;

C. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

D. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

E. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise;

F. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

G. To purchase, subscribe for, or otherwise acquire interests or shares in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals as well as any direct or indirect obligations of the United States or any other government or instrumentality thereof;

H. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees and for any or all of the Directors, Officers and employees of its subsidiaries;

I. To transact any lawful business which the Board of Directors shall find to be in aid of governmental policy;

J. To make donations for the public welfare or for charitable, scientific or educational purposes;

K. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes;

L. To purchase, take, receive, or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares;

M. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

N. To make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

O. To have a corporate seal and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced; and

P. To engage in any activity or business permitted under the laws of the United States and of the State of Florida. None of the objects, purposes and powers hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, purposes and powers set forth in this Article or any other Articles. The objects, purposes and powers specified in each of the clauses in the Articles shall be regarded as independent objects, purposes and powers.

#### **ARTICLE IV: AUTHORIZED SHARES**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

#### **ARTICLE V: DIVIDENDS**

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of capital stock of the Corporation.

#### **ARTICLE VI: REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida is DIANE MIKSCH, 4615 Gulf Blvd., Suite 216, St. Pete Beach, Florida 33706. Said Registered Agent, by virtue of her signature on the last page of these Articles of Incorporation, acknowledges appointment as such Registered Agent and Agrees to accept service of process for this Corporation.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

#### **ARTICLE VII: MANAGEMENT**

The business of this Corporation shall be managed by its Board of Directors and said Board of Directors shall have complete charge of the business of the Corporation. The Board of Directors shall elect the officers of the Corporation who shall consist of a President and Secretary and such other officers as the Board of Directors may deem advisable. The Board of Directors may determine the Compensation of such officers.

#### **ARTICLE VIII: BOARD OF DIRECTORS**

The initial Board of Directors shall consist of a minimum of one (1) and a maximum of three (3) members, who need not be residents of the State of Florida or shareholders of the Corporation. The number of Directors may be increased or diminished from time to time By-Laws adopted by the stockholders, but shall never be less than one.

The name and address of the initial Directors of this Corporation, who shall serve as Director until the first annual meeting of shareholders or until his successors shall have been elected and qualified, is as follows:

KATHARINE CLARK

P.O.Box 5341

Gainesville, Florida 32627

GLYN BARKER

P.O. Box 5341

Gainesville, Florida 32627

#### **ARTICLE IX: INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the incorporator is KATHARINE CLARK, 4615 Gulf Blvd., Suite 216, St. Pete Beach, Florida 33706.

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by no less than a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporators, have executed the foregoing Articles of Incorporation this 6 day of December, 1999.

Katharine S Clark  
KATHARINE CLARK, Incorporator

Acceptance of appointment  
as Registered Agent:

Diane Miksch  
DIANE MIKSCH  
4615 Gulf Blvd., Suite 216  
St. Pete Beach, Florida 33706  
(727) 367-1040

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :  
COUNTY OF SARASOTA :

BEFORE ME, a Notary Public, personally appeared KATHARINE CLARK, well known to be the person described as Incorporator, or who produced a driver's license as identification, and who executed the foregoing Articles of Incorporation and who acknowledged before me, under oath administered by me, that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of December 1999

Velvet Patrice James  
My Commission Expires: February 22, 2000  
NOTARY PUBLIC  
Print Name: VELVET PATRICE JAMES