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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

300002756043--9
-01/27/99--01035--002
*****70.00 *****70.00

CORPORATION(S) NAME

Life Quest Health and Wellness Network, Inc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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AL JAN 27 1999

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Life Quest Health and Wellness Network, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. applied for
(FEI number, if applicable)

4. January 15, 1999
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1400 Raff Road, SW, Canton, Ohio 44750-0001

(Current mailing address)

8. To Provide fitness, health and wellness products and services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Joyce A. Gilbert
(Registered agent's signature) (Officer)

JOYCE A. GILBERT
ASSISTANT SECRETARY

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIRECTORS

<u>Name</u>	<u>Address</u>
Paul H. Cascio	20600 Chagrin Blvd. - Suite 1150 Cleveland, Ohio 44122
Robert P. Pinkas	20600 Chagrin Blvd. - Suite 1150 Cleveland, Ohio 44122
Craig T. Waters	1400 Raff Road, SW Canton, Ohio 44750-0001

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Craig T. Waters	President	1400 Raff Road, SW Canton, Ohio 44750-0001
Matthew Drew	Executive Vice President	800 Platt West St., Suite 4 Tampa, Florida 33606
Leslie W. McClaning	Secretary and Treasurer	1400 Raff Road, SW Canton, Ohio 44750-0001

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Craig T. Waters, President

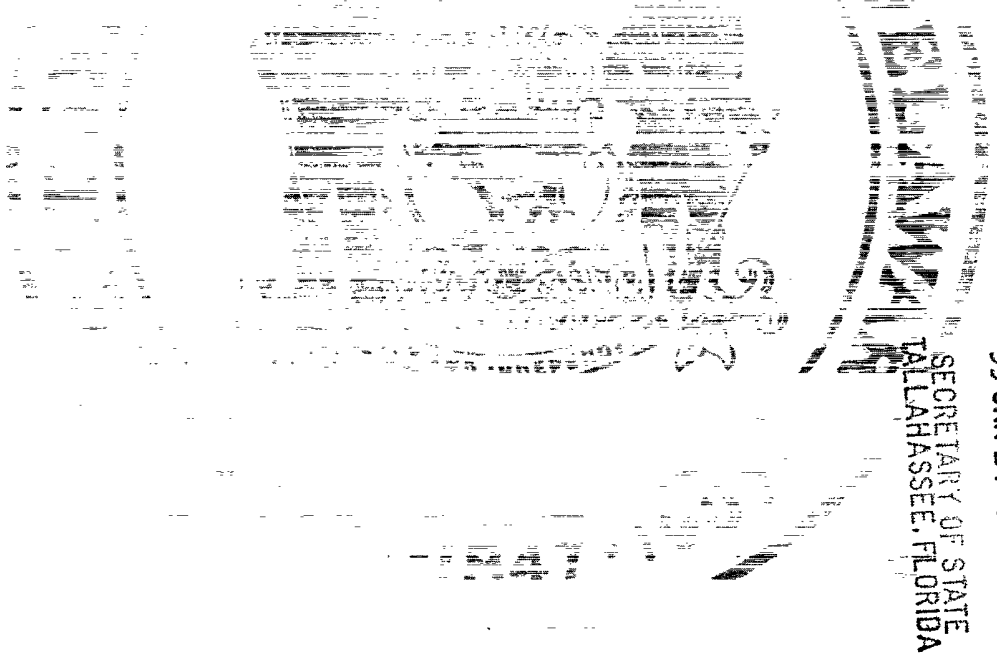
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIFE QUEST HEALTH AND WELLNESS NETWORK, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



99 JAN 27 PM 12:07

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

01-19-99