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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4003

From: Terri M. Lahner, CLA, CFLA

Account Name : GREENBERG TRAUIG (WEST PALM BEACH)

Account Number : 075201001473

Phone : (561) 650-7900

Fax Number : (561) 655-6222

Pursuant to your request (letter attached) we are re-submitting the
Application by Foreign Corporation For Authorization to Transact
Business in the State of Florida along with the required certificate
of existence. If you require anything further, please do not hesitate
to contact the undersigned. Thank you.

FOREIGN PROFIT QUALIFICATION

Magnetherapy, Inc.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 26, 1999

GREENBERG TRAURIG

SUBJECT: MAGNETHERAPY, INC.
REF: W99000019776

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H99000021373
Letter Number: 599A00042753

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**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. The name of the Corporation is Magnetherapy, Inc. (the "Corporation")
2. The jurisdiction of incorporation of the Corporation is Delaware.
3. The date of incorporation is April 9, 1999.
4. The street and mailing address of its principal office is Magnetherapy, Inc., 950 Congress Avenue, Riviera Beach, FL 33404.
5. The Corporation's FEI number is 52-2165493.
6. The Corporation shall have perpetual existence.
7. The Corporation has not, since its incorporation, engaged in any activity in the State of Florida except as set forth in paragraph (2) of Section 607.1501 of the Florida Business Corporation Act.
8. The business which the Corporation proposes to do in the State of Florida is as follows:

To engage in any act or activity for which corporations may be organized under the Florida Business Corporation Act
9. Phillip T. Ridolfo Jr. is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of Florida is 777 South Flagler Drive, Suite 300-E, West Palm Beach, FL 33401.

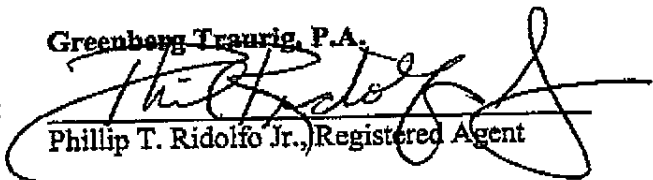
Prepared by: Phillip T. Ridolfo Jr., Esq.
777 South Flagler Drive, Suite 300-East
West Palm Beach, FL 33401
Telephone: 561-650-7900
Fax: 561-655-6222

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10. 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 obligations of my position as registered agent.

Greenberg Traurig, P.A.

By:


Phillip T. Ridolfo Jr., Registered Agent

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. The names and addresses of the officers and directors of the Corporation are as follows:

See attached list.

Signed on July 31, 1999.


Lisanne DiNapoli, President

(H99000021373 8)

List of Officers and Directors of Magnetherapy, Inc.

A. DIRECTORS:

Director:	William L. Roper
Address:	c/o Magnetherapy, Inc. 950 Congress Avenue Riviera Beach, FL 33404
Director:	Hubert Tibbets
Address:	c/o Magnetherapy, Inc. 950 Congress Avenue Riviera Beach, FL 33404
Director:	Lisanne DiNapoli
Address:	c/o Magnetherapy, Inc. 950 Congress Avenue Riviera Beach, FL 33404
Director:	Michael V. Gallagher Jr.
Address:	c/o Magnetherapy, Inc. 950 Congress Avenue Riviera Beach, FL 33404
Director:	Raymond H. Crallé
Address:	c/o Magnetherapy, Inc. 950 Congress Avenue Riviera Beach, FL 33404
Director:	Joseph Kleinkort
Address:	c/o Magnetherapy, Inc. 950 Congress Avenue Riviera Beach, FL 33404
Director:	Bernard Weinstein
Address:	c/o Magnetherapy, Inc. 950 Congress Avenue Riviera Beach, FL 33404
Director:	W. Andrew Hodge
Address:	c/o Magnetherapy, Inc. 950 Congress Avenue Riviera Beach, FL 33404

B. OFFICERS:

President:
Address: Lisanne DiNapoli
c/o Magnetherapy, Inc.
950 Congress Avenue
Riviera Beach, FL 33404

Vice President Michael V. Gallagher Jr.
c/o Magnetherapy, Inc.
950 Congress Avenue
Riviera Beach, FL 33404

Treasurer:
Address: Lisanne DiNapoli
c/o Magnetherapy, Inc.
950 Congress Avenue
Riviera Beach, FL 33404

Secretary:
Address: Lisanne DiNapoli
c/o Magnetherapy, Inc.
950 Congress Avenue
Riviera Beach, FL 33404

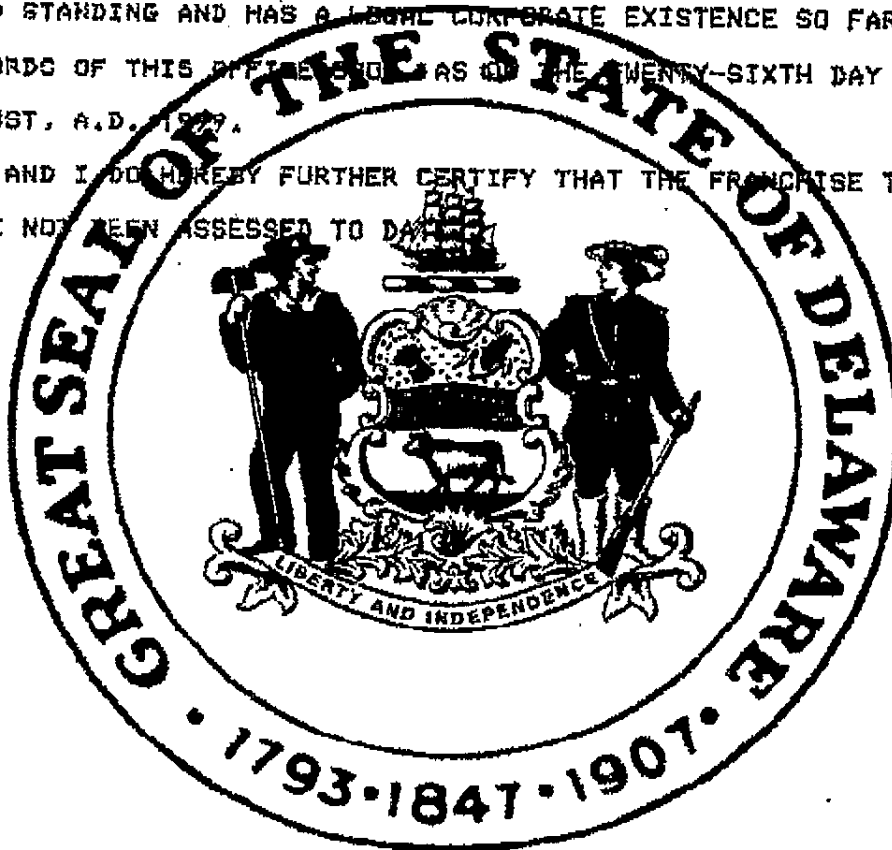
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAGNETHERAPY, 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 TWENTY-SIXTH DAY OF AUGUST, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9941008

DATE:

08-26-99