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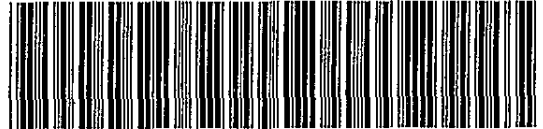
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2004 JUN 18 P 12:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Leslie J. Migliozi
3303 W. Empedrado Unit 4
Tampa, FL 33629
813.833.9876

lmigliozi@recoverypathfoundation.org

June 5, 2004

**Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

Subject: Recovery Path Foundation, Inc. Request to Incorporate


Enclosed please find an original and one (1) copy of the Articles of Incorporation for a newly formed organization in the State of Florida to provide charitable services as a non-profit corporation. Also included is a check in the amount of \$87.50 for the filing fee and certificate of incorporation.

The above corporate name has been submitted for reservation as a service mark and as a charitable organization with the State of Florida Secretary of State and Department of Consumer Services.

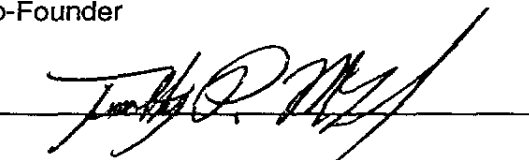
If you have any questions, please contact me at the above address, email or telephone number.

Sincerely,

Leslie J. Migliozi
Co-Founder



Timothy P. McLeod
Co-Founder



**Articles of Incorporation
Recovery Path Foundation Inc.
A Non-Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of the Nonprofit Corporation Act of this state, the undersigned incorporators hereby adopt the following Articles of Incorporation:

Article I: Name

The name of this corporation is: **Recovery Path Foundation, Inc.**

Article II: Principal Office and Mailing Address

The address of the registered agent and registered office of Recovery Path Foundation ("The Corporation") is:

Principal Office and Registered Agent Name and Address:

Leslie J. Migliozi
3303 W. Empedrado Unit 4 (Registered Agent)
Tampa, FL 33629

Mailing Address:

Recovery Path Foundation
P.O. Box 130140
Tampa, Florida 33611-0140
Hillsborough County

Article III: Purpose

Corporate Purposes: Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal and state income tax treated under IRS Code 170 (b)(1)(A)(vi) during the advance ruling period and pursuant to 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. The Corporation is organized exclusively for charitable purposes as outlined below.

Purpose

- 1) To expand access to U.S. "charitable class" citizens in receiving adequate and comprehensive treatment for alcoholism, drug abuse and eating disorders by providing grants for individuals afflicted with these disease(s). To qualify for funding, individuals must be clinically diagnosed, committed to recovery, and unable to fund or afford such treatment through existing health insurance coverage. The Corporation has developed independent, stringent and objective

eligibility screening, comprehensive treatment plan development and routine monitoring procedures to ensure funds are used for intended exempt purposes. It is the goal of the Corporation to facilitate addicts to a productive life in society for the purpose of reducing addiction related mortality, unnecessary and fatal incidents involving substance abuse, decreasing crime and resulting deterioration of the community, improving productivity in the workplace and contributing to the overall social and economic improvement of communities throughout the U.S..

- 2) To aid, support, and assist by gifts, contributions, or otherwise, individuals, other charitable organizations or communities where no part of the net earnings inures to the benefit of any predetermined specific private shareholder or individual and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- 3) To successfully assess, evaluate, intake, treat, manage, monitor and follow-up with each individual grantee so as to conduct research and compile valuable information for the purposes of publishing, educating and training on the mental health, physical, community and economic benefits of prescribing and administering comprehensive and customized long term treatment.
- 4) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, advocating or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, associations, trusts, institutions, foundations or governmental agencies.

501(c)(3) Limitations

No Private Inurement: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

Lobbying And Political Campaigns: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Dissolution: Upon closure activities and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

"Private Foundation" Provisions: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Indemnification: Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

Article IV: Manner of Election

Board of Directors: The Board of Directors shall consist of no less than three (3) members. The method of selection of the Board of Directors and number of directors shall be specifically stated in the Bylaws.

Duration of Members: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

Designation of Officers

The officers of the corporation shall be a President, a Secretary and a Treasurer. The Corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other such officers with such titles as may be determined from time to time by the Board of Directors.

Qualifications

Any person may serve as officer of this corporation.

Election and Term of Office

Officers shall be elected by the initial incorporators and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, not more than one (1) year, whichever occurs first.

Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Article V: Initial Directors and/Or Officers (Optional)

The names and addresses of the current officers and incorporators of this corporation are listed below, acting temporarily as the Executive Committee. The Board of Directors has not yet been formally established to date.

1) Timothy P. McLeod
Co-Founder and Director, Marketing (Officer)
60 W. Stone Loop, Unit 1515
Tucson, AZ 85704

2) Leslie J. Migliozi
Co-Founder and President (Officer)
3303 W. Empedrado Unit 4
Tampa, FL 33629

3) Dr. Michael Sunich
Acting Director, Clinical Operations
P.O. Box 130140
Tampa, FL 33611

Article VI: Initial Registered Agent and Street Address

Leslie J. Migliozi
3303 W. Empedrado Unit 4
Tampa, FL 33629

Article VII: Incorporator and Execution

These Articles of Incorporation are hereby executed by the incorporator on this

7th day of June, 2004

Timothy P. McLeod
Timothy P. McLeod

15th day of June, 2004

Leslie J. Migliozi
Leslie J. Migliozi

STATE OF FLORIDA

COUNTY OF Hillsborough

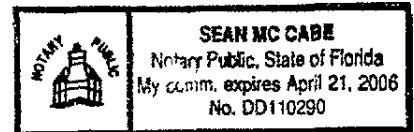
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Leslie J. Migliozi who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she acknowledged before me.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of June, 2004.

Sean McCabe

NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires: 4.21.2006



STATE OF ARIZONA

COUNTY OF Pima

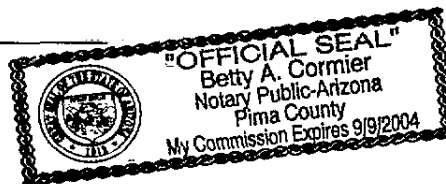
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Timothy McLeod who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she acknowledged before me. WITNESS my hand and official seal in the County and State last aforesaid t

this 7 day of June, 2004.

Betty A. Cormier

NOTARY PUBLIC STATE OF ARIZONA

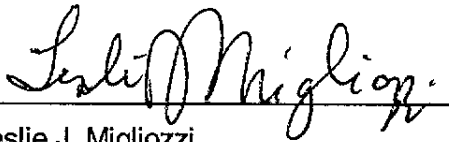
My Commission Expires: 9-9-04



**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Recovery Path Foundation, a Florida not for profit corporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Leslie J. Migliozi

6.15.04

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA