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MICHAEL R. LEAS
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CLAY B. TOUSEY JR.

PLEASE REPLY TO
JACKSONVILLE OFFICE

August 9, 1996

Division of Corporations
Corporate Records Bureau
Department of State
P. O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

RECEIVED
DIVISION OF CORPORATIONS
AUG 14 1996

Re: Articles of Incorporation of Atlantis Healing Center,
Inc.

Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of Atlantis Healing Center, Inc.
2. The original and one copy of Registered Agent's Certificate.
3. A check made payable to the Department of State in the amount of \$122.50 in payment of the filing fee required for the Articles and the fee required for providing a certified copy thereof.

Please file the Articles of Incorporation and certify the enclosed copy of the Articles and return them to me. Thank you for your assistance.

Sincerely,

Deborah A. Ferguson

Deborah A. Ferguson, CLA
Certified Legal Assistant

66041/Enclosures

AL AUG 16 1996

ARTICLES OF INCORPORATION
OF
ATLANTIS HEALING CENTER, INC.
(A NOT-FOR-PROFIT CORPORATION)

55 AUG 13 1982 2:52

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is ATLANTIS HEALING CENTER, INC.

ARTICLE II

Principal Office or Mailing Address

The principal office of the corporation is located at, and its mailing address is, 7315 San Carlos Road, Jacksonville, Florida 32217.

ARTICLE III

Purposes

This corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable, educational, and scientific purposes, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Without limiting the generality of the foregoing, the corporation shall encourage scientific research into, disseminate educational information about, and expand the availability of alternative/complementary healthcare treatments and therapies.

ARTICLE IV

Powers

The corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons; provided however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles; and

(c) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles or the Bylaws of the corporation.

(b) The corporation shall have seven (7) directors initially. The number of directors may be increased or decreased from time to time according to the bylaws, but shall never be less than seven (7). The directors shall be elected by the members of the corporation in such manner as shall be provided in the Bylaws.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is John E. Lawlor, III.

ARTICLE VIII

Incorporator

The name and address of the subscriber to these Articles is:

Name

Address

John E. Lawlor, III

1 Independent Drive, Suite 2600
Jacksonville, Florida 32202

ARTICLE IX

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

ARTICLE X

Members

The Members of the corporation shall consist of all persons having a common interest with the purposes of this corporation, who have met the requirements for Members as set forth in the Bylaws of the corporation and have been approved by the Board of Directors. Membership shall be limited, shall commence and shall terminate as provided in the Bylaws of the corporation. Members shall not have voting rights, except with respect to the election of the Board of Directors.

ARTICLE XI

By-Laws

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board

of Directors who are present at any regular meeting, or any special meeting for this purpose.

ARTICLE XII

Amendments

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XIII

Corporate Liquidation and Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution, the assets of this corporation, after all debts and liabilities are paid, shall be distributed to: (a) one or more organizations exempt from taxation under Section 501(c)(3) of the Code; or (b) the federal government or a state or local government, for public purposes.

ARTICLE XIV

Limitations on Corporate Power

Should the corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax law;

(d) The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE XV

Indemnification

The corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article III herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 9th day of August, 1996, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.



JOHN E. LAWLOR, III

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

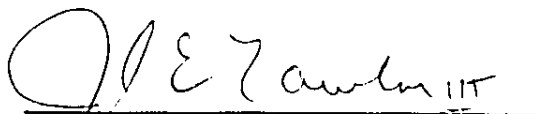
SC 10-10-52

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That ATLANTIS HEALING CENTER, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named John E. Lawlor, III, located at 1 Independent Drive, Suite 2600, at the City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JOHN E. LAWLOR, III
(Resident Agent)