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January 22, 1998

500002411255--4

-01/26/98--01028--001

*****35.00 *****35.00

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Our File No. 98-20583

Tobal/Visionary Alternatives, Inc. 500002411255--4

Incorporation

-01/26/98--01028--002

*****87.50 *****87.50

Gentlemen:

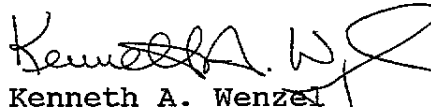
Enclosed are two (2) original Articles of Incorporation and the Registered Agent form of Visionary Alternatives, Inc., together with checks totalling One Hundred Twenty-two and 50/100 Dollars (\$122.50), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy	\$52.50

Please return a certified copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,


Kenneth A. Wenzel

KAW/lcd
Encls.

cc: Ms. Jane Tobal (w/o encl.)

FILED
98 JAN 26 AM 7:53
TALLAHASSEE, FLORIDA

B. BROCK JAN 28 1998

ARTICLES OF INCORPORATION
OF
VISIONARY ALTERNATIVES, INC.

98 JAN 26 AM 7:53
FILED
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is VISIONARY ALTERNATIVES, INC.

ARTICLE II

Purposes

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III

Membership

There will be no membership in the corporation.

ARTICLE IV

Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 6022 N.W. 32nd Court, Boca Raton, FL 33496, and the name of the initial registered agent of this Corporation at that address is JANE TOBAL.

ARTICLE VI

Principal Office/Mailing Address

The address of the principal office of this Corporation and the mailing address shall be as follows:

6022 N.W. 32nd Court
Boca Raton, FL 33496

ARTICLE VII

Incorporator

The name and address of the Incorporator is:

Jane Tobal
6022 N.W. 32nd Court
Boca Raton, FL 33496

ARTICLE VIII

Directors

The number of directors constituting the initial Board of

Directors is three (3) and the names and addresses of the persons who are to serve as initial directors are:

Jane Tobal
6022 N.W. 32nd Court
Boca Raton, FL 33496

Leila Gray
1500 Argyle Drive
Ft. Lauderdale, FL 33312

Sharon Costanzo
423 N. Rainbow Drive
Hollywood, FL 33021

The manner of election of the directors shall be as stated in the By-Laws.

ARTICLE IX

By-Laws

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Directors.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE X

Amendments

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE XI

Negation of Pecuniary Gain

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare

dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article II.

ARTICLE XII

Prohibition of Certain Activities

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code or with the requirements for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

ARTICLE XIII

Dissolution

Upon the dissolution of this corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code. The assets may be distributed by the Board of Directors to any organization or organizations which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of the future federal tax law. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, or any other court having jurisdiction over this corporation in regard to its dissolution exclusively for the purposes of this corporation.

SUBSCRIBED to this 21 day of January, 1998.

Jane Tobal
JANE TOBAL, Incorporator

DESIGNATION OF REGISTERED AGENT
FOR
VISIONARY ALTERNATIVES, INC.

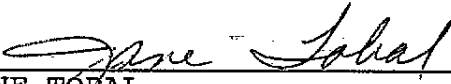
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STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.0501, Florida Statutes, the following
is submitted:

VISIONARY ALTERNATIVES, INC., desiring to organize under the
laws of the State of Florida, with its registered office as
indicated in the Articles of Incorporation, has named JANE TOBAL,
located at 6022 N.W. 32nd Court, City of Boca Raton, County of Palm
Beach, State of Florida, as its registered agent for service of
process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this Certi-
ficate, I hereby agree to act in this capacity, and I further agree
to comply with the provisions of all statutes relative to the
proper and complete performance of my duties and I accept the
duties and obligations as set forth in Section 617.0501, Florida
Statutes.


JANE TOBAL