

N98000001778

State of Florida
Department of State
Corporation Division
The Capitol
Tallahassee, FL 32301

March 18, 1998

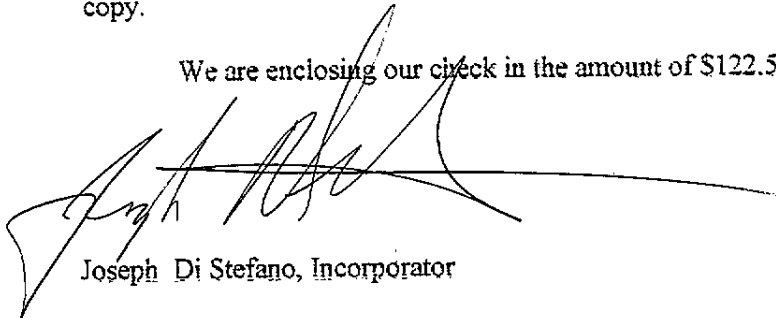
Re; Medical Center for Preventive and Nutritional Medicine Inc.

400002469074--1
-03/26/98--01039--018
****122.50 ****122.50

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced company. Please file the original in your offices and certify and return to us a certified copy.

We are enclosing our check in the amount of \$122.50 covering the fees relating to this filing.



Joseph Di Stefano, Incorporator

FILED
98 MAR 26 AM 8:57
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Medical Center for Preventive and Nutritional Medicine, Inc.

FILED
98 MAR 26 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Medical Center for Preventive and Nutritional Medicine, Inc.

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general educational purposes pursuant to the Florida Corporation Not-for Profit law set forth in Part 1 of Chapter 47 of the Florida Statutes.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

(A) The specific purpose for which this corporation is formed is to provide a vehicle for charitable, scientific and educational purposes pursuant to IRS section 501(c) (3) and to initiate, fund and administer a wide variety of charitable, educational, religious scientific or literary projects.

(B) The general purposes for which this corporation is formed are to operate exclusively for charitable, educational, scientific or literary purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Within the limitations of the intent of this subsection
(A) this corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 617, Florida Statutes, as now exists or may after be amended

(B) The corporation shall not as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate nor intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE V - CAPITAL STOCK

This corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI-MEMBERSHIP

The only members of this organization shall be its Board of Directors. The qualifications for members and the manner of their admission shall be regulated by the Bylaws.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6519 126 Avenue North, Largo, FL 33771, and the name of the registered agent of this corporation at that address is Joseph DiStefano.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

(A) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have three Directors constituting the initial Board of Directors. The manner of their qualification, election, powers, responsibilities and other matters concerning the Board of Directors shall be controlled by the provisions of the By-laws. The number of Directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than three Directors nor more than fifteen Directors. The name and address of the initial Directors of the corporation are:

NAMES

Joseph DiStefano

Vincent DiStefano

Daniel B. Mayer, D.O.

ADDRESSES

6519 126th Avenue North
Largo, FL 33773

P.O. Box 10141
St. Pete., FL 33733

24014 State Road 54
Lutz, FL

(B) Corporate Officers. The Board of Directors shall appoint the following officers: President, Secretary and Treasurer, and such other officers as the bylaws of the corporation may authorize the Directors to elect from time to time. Initially such officers shall be appointed at the organizational meeting of the Board of Directors.

ARTICLE IX - DEDICATION OF ASSETS

Upon the dissolution of the organization, all assets of the organization, after the settling of its debts, shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, State, or Local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Joseph DiStefano
6519 126th Avenue North
Largo, FL 33773

ARTICLE XI - INDIIFICATION

This corporation shall indemnify any Officer or Directors or any former Officer or Directors, to the full extent permitted by law.

ARTICLE XII - AMMENDMENT

This corporation reserves the right to add to, amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 18th Day of MARCH 1998

STATE OF FLORIDA COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Joseph DiStefano, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and Seal in the State and County above, this 18th. Day of March, 1998.

Lucille A. Taylor

Lucille A. Taylor
Notary Public, State of Florida
Commission No. CC 626111
My Commission Exp. 3/26/2001

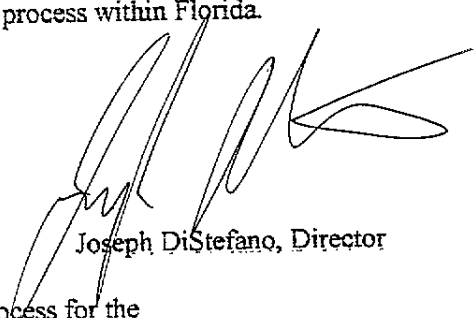
Bonded Through Fla. Notary Service & Bonding Co.

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

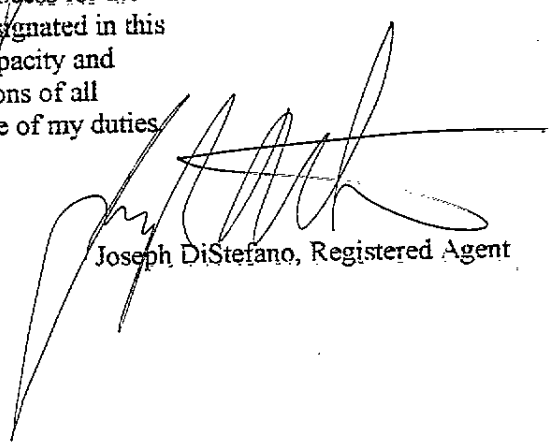
FIRST: that Medical Center for Preventive and Nutritional medicine, Inc.
Desiring to organize or qualify under the laws of the State of Florida, with its principal
place of business at 6519 126th Avenue North, Largo, FL 33773, has named Joseph
DiStefano, as its agent to accept service of process within Florida.

Dated: March 18, 1998



Joseph DiStefano, Director

SECOND: Having been named to accept service of process for the
Above named corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity and
I further agree to comply with the provisions of all
Statutes relative to the proper performance of my duties.
Dated: March 18, 1998



Joseph DiStefano, Registered Agent

FILED
98 MAR 26 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA