

N98 000004312

TRANSMITTAL SHEET

FROM: A NEW CONCEPT OF HEALING INSTITUTE INC.
PO BOX 398072
MIAMI BEACH, FLORIDA 33239-8072
TEL. (305) 534-2006 FAX (305) 535-0160

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-07/07/98--01022--005
*****70.00 *****70.00

TO: SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALL. FL. 32314

ENCLOSED PLEASE FIND A FEE IN THE AMOUNT OF: \$ 70.00

TO REGISTER THE ABOVE NAMED CORPORATION WITH THE STATE OF FLORIDA.

THANK YOU.

FILED
98 JUL 27 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Adding new articles w/ new name

AUTHORIZATION BY PHONE TO
CORRECT *RA address*
DATE _____
DOC. EXAM _____

B. REGISTER

JUL 27 1998

W98 15547



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1998

JESUS ACOSTA
PO BOX 398072
MIAMI BEACH, FL 33239-8072

SUBJECT: A NEW CONCEPT OF HEALING INSTITUTE INC.
Ref. Number: W98000015547

We have received your document for A NEW CONCEPT OF HEALING INSTITUTE INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 798A00037290

ARTICLES of INCORPORATION
OF
A NEW CONCEPT OF HEALING INSTITUTE, INC.

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98 JUL 27 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be: A NEW CONCEPT OF HEALING INSTITUTE, INC.

ARTICLE II

The principal place of business of this corporation shall be: 1300 Lincoln Road, Suite C1B, Miami Beach, Florida 33139 and the mailing address of this corporation shall be: PO BOX 398072, Miami Beach, Florida 33239-8072.

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive, maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be: to promote information for the knowledge of the general public of new, controversial discoveries including

but not limited to the effective cures for any infection, stomachal disorder, lactose intolerance, chronic disease, cardiovascular conditions, viruses, pain, swelling and others. Further, the focus of A New Concept of Healing Intitute Inc. shall be on health care and health prevention for children and on teaching the new generation of population to take care of their own, individual health problems and those of the family.

3. To erect and maintain a building, buildings or dwellings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust or other liens.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services

rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, disposes of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States of America Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed by the Circuit Court of Miami Dade County, Florida, in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said

script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

13. The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which the directors are elected or appointed shall be: Upon President's annual selection, approval and/or re-election of Board Members.

ARTICLE V

The name and address of the initial registered agent shall be:

Professor Jesus Acosta, President, 1300 Lincoln Road, Suite C1B, Miami Beach, Florida 33139

ARTICLE VI

The name and address of the incorporator of these Articles of Incorporation shall be:

Professor Jesus Acosta, 1300 Lincoln Road, Suite C1B, Miami Beach, FLORIDA 33139

ARTICLE VII

The affairs of the corporation shall be managed by a President, and such other officers as from time to time be created by the Board of Directors.

The names of the Officers and the office they shall hold until the first election shall be:

Professor Jesus Acosta, President, Anthony Acosta, Vice-President, and Carmen Acosta, Treasurer and Secretary.

ARTICLE VIII

The members of the Board of Directors shall never be less than three (3) in number.

Initially, the Board of Directors shall consist of three (3) person whose name and address is as follows and who shall serve as Directors until the first election:

Professor Jesus Acosta, President, 1300 Lincoln Road, C1B, Miami Beach, Florida 33139
Anthony Acosta, Vice-President, 1300 Lincoln Road, C1B, Miami Beach, Florida 33139
Carmen Acosta, Treasurer and Secretary, 1300 Lincoln Road, C1B, Miami Beach, Florida 33139.

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation, or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

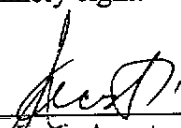
ARTICLE X

The By-Laws of the Corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The Corporation shall hold an annual meeting for members within ninety days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed these Articles of Incorporation on this 26th day of the month of June of the year (1998) nineteen ninety eight.



Professor Jesús Acosta, Incorporator
Mailing Address:
PO BOX 398072
Miami Beach, Fl. 33139-8072

STATE OF FLORIDA
COUNTY OF MIAMI DADE


Before me appeared Professor JESUS ACOSTA who is personally known to me and executed the foregoing document and acknowledged the within to be his/hers act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office on this 26th day of June 1998.

My Commission No. _____

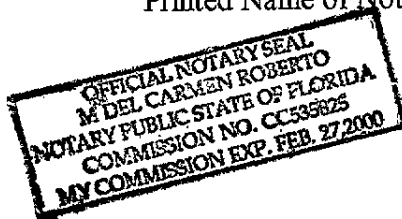
Expires: _____

(Seal)



NOTARY PUBLIC STATE OF FLORIDA

Printed Name of Notary: MC ROBERTO



FILED
98 JUL 27 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First-That A NEW CONCEPT OF HEALING INSTITUTE, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation has named Professor Jesus Acosta located at 1300 Lincoln Road, Miami Beach, Florida, 33139 and whose mailing address is PO BOX 398072, Miami Beach, County of Dade, Florida 33239-8072 as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Professor JESUS ACOSTA, Registered Agent

STATE OF FLORIDA
COUNTY OF MIAMI DADE

Before me appeared Professor JESUS ACOSTA who is personally known to me and executed the foregoing document and acknowledged the within to be his/hers act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office on this 8th day of July 1998

My Commission No. _____

Expires: _____

(Seal)

