

10/20/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THE CENTER FOR WELLNESS, INC.
AUDIT NUMBER.....H98000020229
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
CERT. OF STATUS..0
CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1998

EMPIRE

SUBJECT: THE CENTER FOR WELLNESS, INC.
REF: W98000024678

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE PURPOSE OF THE NON PROFIT MUST BE MORE SPECIFIC. ALSO NOTE THE NAME OF THE CORPORATION IS NOT ON THE CERTIFICATE OF DESIGNATION.

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

If you have any further questions concerning your document, please call (850) 487-6067.

Neyssa Culligan
Document Specialist

FAX Aud. #: E98000020229
Letter Number: 198A00052261

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ARTICLES OF INCORPORATION
OF
THE CENTER FOR WELLNESS, INC.,
a corporation not for profit

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ARTICLE I
NAME

The name of the Corporation is The Center for Wellness, Inc.,
a corporation not for profit.

ARTICLE II
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved
according to law and such existence shall commence at the time of
the filing of these Articles of Incorporation by the Department of
State. The principal place of business of this corporation is:
15861 SW 143 Avenue, Miami, Florida 33177.

ARTICLE III
PERMITTED ACTIVITY

The Corporation may engage in activities or businesses related
to a case management referral type service for medicaid waivers, as
permitted under the laws of the United States and of the State of
Florida.

Prepared by:
STEPHEN A. FREEMAN
FEN: 146795
Freeman, Buttermann & Haber, LLP
520 Brickell Key Drive, O-305
Miami, Florida 33131
(305)374-3800

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ARTICLE IV

ELECTION OF DIRECTORS

The manner in which the election of directors will be held will be stated in the corporate bylaws.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 15861 SW 143 Avenue, Miami, Florida 33177. The initial Registered Agent at that address is Harry Valencia.

ARTICLE VI

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

Harry Valencia	10875 SW 112 Avenue, #109 Miami, Florida 33176
Adrian Valencia	15861 SW 143 Avenue Miami, Florida 33177
Carolina Valencia	10875 SW 112 Avenue, #109 Miami, Florida 33176

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Dr., Suite O-305, Miami, Florida 33131.

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ARTICLE VIII

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of Oct, 1998.



Stephen A. Freedman

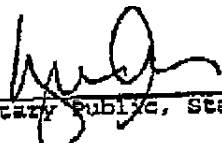
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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Stephen A. Freeman, personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this 24th day of October, 1998.



Notary Public, State of Florida

My Commission Expires:




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

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned not for profit 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.

1. The name of the corporation is: The Center for Wellness, Inc., a corporation not for profit.
2. The name and address of the Registered agent and office is: Harry Valencia, 15861 SW 143 Avenue, Miami, Florida 33177.

Signature: 
 Title: Harry Valencia, Assistant Secretary
 Date: October 29, 1998

Having been named as registered agent and to accept service of process for the above stated not for profit corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed 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.

Signature: 
 Title: Harry Valencia, Assistant Secretary
 Date: October 29, 1998

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