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FILED
00 MAY 22 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Peter Makris
2110 Drew Street
Clearwater, FL 33765

5/19/00

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*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

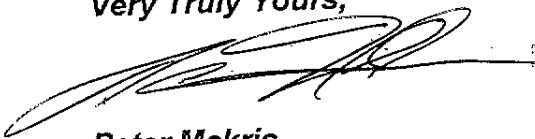
Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent / Registered Office. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation as soon as possible and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, FL 33765

If there are any questions, or you are having problems filing the Articles, please call me at (727) 446-0000.

Very Truly Yours,



Peter Makris

D. BROWN MAY 3 1 2000

ARTICLES OF INCORPORATION
OF
HYPNOSIS RESEARCH INSTITUTE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

HYPNOSIS RESEARCH INSTITUTE, INC.

The principal place of business of this corporation shall be:

334 EAST LAKE ROAD, UNIT 254
PALM HARBOR, FL 34685

The mailing address of this corporation shall be:

334 EAST LAKE ROAD, UNIT 254
PALM HARBOR, FL 34685

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all-lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have one director and one officer, initially. The name and street address of the initial director and officer who shall hold office for the first year of the corporation's existence, or until his successor is elected or appointed is:

Frank Pennestri
President

334 East Lake Road, Unit 254
Palm Harbor, FL 34685

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to the Articles of Incorporation is:

Frank Pennestri

334 East Lake Road, Unit 254
Palm Harbor, FL 34685

IN WITNESS WHEREOF, the under signed incorporator has executed these Articles of Incorporation this 18 day of MAY, 2000.

Signature of Incorporator

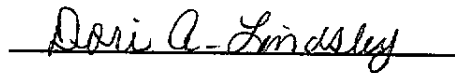


Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledge and sworn to before me this 18 day of MAY, 2000, by FRANK PENNESTRI of HYPNOSIS RESEARCH INSTITUTE, INC.

Notary Public





Doris A. Lindsley
Commission # CG 821541
Expires Apr. 15, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.325, 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 .

1. The name of the corporation is:

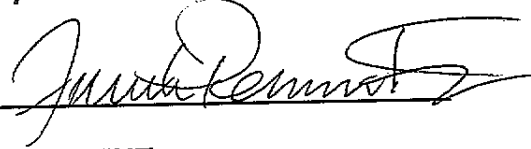
HYPNOSIS RESEARCH INSTITUTE, INC.

2. The name and address of the registered agent and office is:

Name: FRANK PENNESTRI

Address: 334 EAST LAKE ROAD, UNIT 254


City: PALM HARBOR State: FL Zip Code: 34685

SIGNATURE: 

TITLE: **PRESIDENT**

DATE: 5-18-00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: 

DATE: 5-18-00