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LAW OFFICES
WATSON, SOILEAU, DELEO, BURGETT & PICKLES

A PROFESSIONAL ASSOCIATION
1970 MICHIGAN AVENUE, BUILDING C
POST OFFICE BOX 1888
COCOA, FLORIDA 32923-1888

VICTOR M. WATSON†
JOHN L. SOILEAU†
JOSEPH E. DELEO
STACY L. BURGETT
TIMOTHY F. PICKLES
† BOARD CERTIFIED IN REAL PROPERTY LAW

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May 18, 2000

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75


Re: HEALTHPOINT ACUPUNCTURE, P.A.

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Upon filing, please return a certified copy stamped with the filing information to me.

Also enclosed is our firm check in the amount of \$78.75 to cover the filing fees.

Sincerely,


Timothy F. Pickles

TFP: tlc

Enclosures

FILED
00 MAY 26 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g/6/6

ARTICLES OF INCORPORATION
OF
HEALTHPOINT ACUPUNCTURE, P.A.

FILED
00 MAY 26 AM 10:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Article I - Name

The name of this corporation is HEALTHPOINT ACUPUNCTURE, P.A.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of rendering professional services in the field of acupuncture and herbal medicine.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4565 Sheridan Avenue, Cocoa, Florida 32926.

The name of the initial registered agent of this corporation at that address is Lawrence Brown.

The principal office of this corporation is 4565 Sheridan Avenue, Cocoa, Florida 32926.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws but shall never be less than one. The name and address of the initial director of this corporation is Lawrence Brown, 4565 Sheridan Avenue, Cocoa, Florida 32926.

Article VIII - Incorporator

The name and address of the person signing these articles is Lawrence Brown, 4565 Sheridan Avenue, Cocoa, Florida 32926.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the stockholders.

Article X - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, acting in the scope of his employment with HEALTHPOINT ACUPUNCTURE, P.A. to the full extent permitted by law.

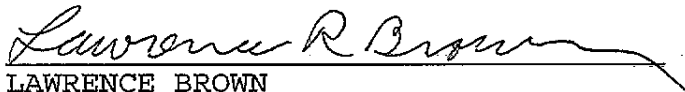
Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any

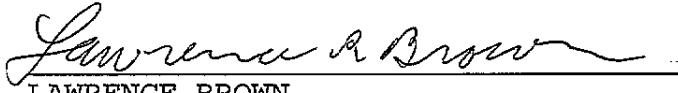
amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

Article XIII - Acceptance of Registered Agent

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


LAWRENCE BROWN
Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 18 day of May, 2000.


LAWRENCE BROWN
Subscriber

ACKNOWLEDGMENT


STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were sworn to and subscribed before me this 18th day of May, 2000, by LAWRENCE BROWN, who is personally known to me or who has produced FBI as identification and who did an oath.

Notary Public:



Timothy F. Pickles
MY COMMISSION # CC569585 EXPIRES
July 16, 2000
BONDED THRU TRYON FARM INSURANCE, INC.

Name: 
State of Florida at Large (SEAL)
My Commission Expires:

FILED
00 MAY 26 AM 10:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE