

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000057584

Medical Arts Counseling
& Wellness Centers, Inc.

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

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<input type="checkbox"/>	LTD Partnership File		
<input type="checkbox"/>	Foreign Corp. File		
<input type="checkbox"/>	L.C. File		
<input type="checkbox"/>	Fictitious Name File		
<input type="checkbox"/>	Trade/Service Mark		
<input type="checkbox"/>	Merger File		
<input type="checkbox"/>	Art. of Amend. File		
<input type="checkbox"/>	RA Resignation		
<input type="checkbox"/>	Dissolution / Withdrawal		
<input type="checkbox"/>	Annual Report / Reinstatement		
<input checked="" type="checkbox"/>	Cert. Copy		RECEIVED 00 JUN 14 AM 11:03 DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
<input type="checkbox"/>	Photo Copy		
<input type="checkbox"/>	Certificate of Good Standing		
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<input type="checkbox"/>	Certificate of Fictitious Name		
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Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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00 JUN 14 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MEDICAL ARTS COUNSELING & WELLNESS CENTERS,
INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

Article I - Corporate Name

The name of this corporation is MEDICAL ARTS COUNSELING & WELLNESS CENTERS, INC..

Article II - Duration

The corporation shall exist perpetually unless dissolved according to Florida law.

Article III - Purpose

The corporation is a Professional Association organized for the purpose of engaging in any activities or businesses permitted under the Laws of the United States or the State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Stock".

Article V - Initial Registered Office and Agent

The principal office/mailing address of the corporation is:

c/o David B. Mitchell, P.A.
Gables International Plaza, Suite 1001
2655 Le Jeune Road
Coral Gables, FL 33134

The name and street address of the Initial Registered Agent of the corporation is:

David B. Mitchell, Esq.

c/o David B. Mitchell, P.A.
Gables International Plaza, Suite 1001
2655 Le Jeune Road
Coral Gables, FL 33134

Article VI - Initial Board of Directors

The corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1) director. The name and address of the initial directors of the corporation is as follows:

Margo Weiss, Ph.D.
3252 S.W. 53rd Street
Hollywood, FL 33312


Carmine Pecoraro, Ph.D.
305 N.E. 16th Avenue
Ft. Lauderdale, FL 33301

Article VII - Incorporators

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

David B. Mitchell, Esq.
c/o David B. Mitchell, P.A.
Gables International Plaza, Suite 1001
2655 Le Jeune Road
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of June, 2000.

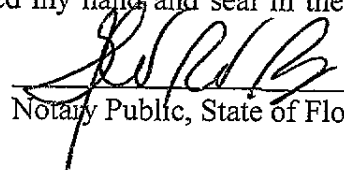
 (Seal)
David B. Mitchell, Esq.

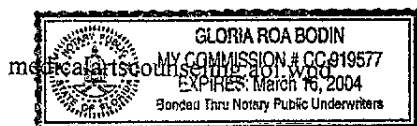
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared DAVID B. MITCHELL, ESQ., to me personally known, or who presented personal identification, to wit: _____, and he states that he is the person who executed the foregoing ARTICLES OF INCORPORATION, and who acknowledged before me that he executed these ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal in the State and County aforesaid, this 13th day of June, 2000.

My Commission Expires:

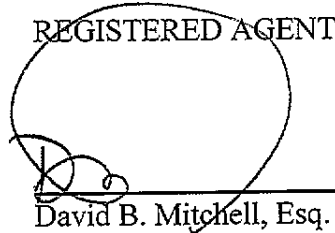

Notary Public, State of Florida



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory Registered Agent for **MEDICAL ARTS COUNSELING & WELLNESS CENTERS, INC.**, a Florida for-profit professional corporation ("the Corporation") in the foregoing Articles of Incorporation, I hereby agree to act in that capacity and, on behalf of the Corporation, to accept service of process for the Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.


REGISTERED AGENT:



David B. Mitchell, Esq.

This instrument prepared by:

DAVID B. MITCHELL, P.A.
Gables International Plaza
Suite 1001
2655 Le Jeune Road
Coral Gables, FL 33134
Telephone: (305) 361-5105
Facsimile: (305) 461-5102
MitchellEsq@aol.com



By: David B. Mitchell, Esq.

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00 JUN 14 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA