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BOCA RATON, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

June 14, 2000

VIA CERTIFIED MAIL/RETURN
RECEIPT REQUESTED

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

FILED
JUN 16 AM 9:16
TALLAHASSEE, FLORIDA
20000329467-3
-06/19/00-01010-005
*****70.00 *****70.00

Re: Articles of Incorporation for Spinetek, Inc.
Our File No.: 11221-0001

Dear Sir/Madam:

Please find enclosed an original and (1) copy of the Articles of Incorporation of Spinetek, Inc. to be filed with the Secretary of State of Florida, Division of Corporations, along with our firm's check in the amount of \$70.00 for the filing fee.

We have also enclosed an additional copy to be date-stamped and returned to our office in the envelope provided.

Should you have any questions regarding the above, please do not hesitate to contact our office.

Very truly yours,
ARNSTEIN & LEHR


Melanie S. Meeks, CLA

MSM/ssl
Enclosures
92376v1

cc: Randell C. Doane, Esq.
Dr. Ravi Xavier

S. Thompson JUN 22 2000

**ARTICLES OF INCORPORATION
OF
SPINETEK, INC.**

00 JUN 16 AM 9:16
FALLAH, JESSIE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be SPINETEK, INC., having as its initial corporate mailing address: 748 Lakeside Drive, North Palm Beach, FL 33408.

ARTICLE II - DURATION

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the corporation shall be Five Million (5,000,000) shares of no-par value common stock.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 748 Lakeside Drive, North Palm Beach, FL 33408 and the name of the initial registered agent of this corporation at that address is Ravi Xavier, M.D. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors of one (1). The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5).

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Ravi Xavier, M.D.
748 Lakeside Drive
North Palm Beach, FL 33408

ARTICLE VIII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this
30th day of May, 2000.



Ravi Xavier, M.D.

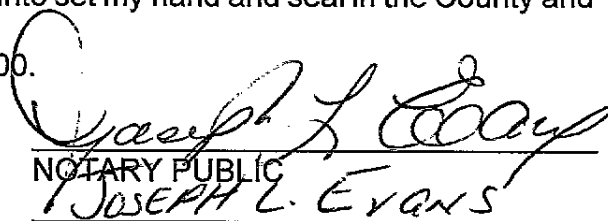
STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned authority, Ravi Xavier, M.D., to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 30th day of May, 2000.



Joseph L. Evans
My Commission CC795325
Expires December 14, 2002



NOTARY PUBLIC

JOSEPH L. EVANS

(Type or Print Name)

State of Florida at Large

My Commission expires:
Commission Number:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Florida Statutes the following is submitted:

First -- That SPINETEK, INC., has named Ravi Xavier, M.D., who is located at 748
Lakeside Drive, City of North Palm Beach, County of Palm Beach, State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.

By: 

Ravi Xavier, M.D.

FILED
00 JUN 16 AM 9:16
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA