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LA OFFICES OF
WILLIAM J. KANANACK

SUITE 600
ONE HARBOR PLACE
1901 S. HARBOR CITY BLVD.
MELBOURNE, FL 32901

TELEPHONE
407-726-8595
FAX
407-726-8255

September 22, 2000

Department of State
Division of Corporations
PO Box 6237
Tallahassee, FL 32314

800003403138-7
-09/25/00-01127-011
*****78.75 *****78.75

Re: ARTHRITISIZE, INC.

To Whom It May Concern:

I have enclosed for processing by the Department of State; Division of Corporations, one original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent for the above-referenced corporation. Also enclosed is a check for seventy eight and 75/100 dollars (\$78.75) made payable to the Department of State to cover the cost of filing the Articles and for a certification as to their authenticity.

Please call me if you have any questions.

Thank you.

Sincerely yours,

Bill Kananack

William J. Kananack

FILED
00 SEP 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please date stamp and
return in the enclosed
envelope.

T BROWN SEP 26 2000

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Thank you.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Bill Kananack", with a long horizontal flourish extending to the right.

William J. Kananack

ARTICLES OF INCORPORATION
ARTHRITISIZE, INC.

FILED
00 SEP 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the Corporation is ARTHRITISIZE, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 440 Wilson Avenue, Satellite Beach, Florida 32937.

ARTICLE III

PURPOSE OF CORPORATION

The purposes for which the business will be conducted are as follows: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V
CORPORATE CAPITALIZATION

The Corporation is authorized to issue one million (1,000,000) shares of \$.001 par value common stock.

The Board of Directors of the Corporation may authorize, from time to time, the issuance of shares of stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in these Articles of Incorporation, as amended, or the Bylaws of the Corporation.

ARTICLE VI
VOTING RIGHTS

Except as otherwise provided by law, the entire power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is 440 Wilson Avenue, Satellite Beach, Florida 32937. The name and registered agent of the Corporation at that address is DAVID KOSSIVER.

ARTICLE VIII
BOARD OF DIRECTORS

The business of this Corporation shall be managed by the Board of Directors. This Corporation has four (4) directors and the number of directors may be either increased

or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the directors of the Corporation are:

BARBARA I. CURTY	440 Wilson Avenue Satellite Beach, Florida 32937
DAVID KOSSIVER	440 Wilson Avenue Satellite Beach, Florida 32937
LINDA KOSSIVER	440 Wilson Avenue Satellite Beach, Florida 32937
EUGENE P. CURTY	440 Wilson Avenue Satellite Beach, Florida 32937

ARTICLE IX

BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE X

INDEMNIFICATION

This Corporation shall to the fullest extent permitted by Florida Statutes, Section 607.0850, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or costs referred to in or covered by such section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or

disinterested directors, or otherwise, both as to actions in an official capacity and as to actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XI
INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

DAVID KOSSIVER

440 Wilson Avenue
Satellite Beach, Florida 32937


ARTICLE XII
Subchapter "S" Election

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organizational Meeting of the Corporation.

ARTICLE XIII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred on the shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on September 19, 2000.



DAVID KOSSIVER

**STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

The name of the Corporation is:

ARTHRITISIZE, INC.

The name and address of the initial registered agent is:

DAVID KOSSIVER

440 Wilson Avenue

Satellite Beach, Florida 32937.

FILED
00 SEP 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept appointment and agree to act in the capacity of the registered agent of ARTHRITISIZE, INC., at the initial registered office of this Corporation as set forth above. 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.

Dated this 19th day of September 2000.



DAVID KOSSIVER