

PO1000005484



ACCOUNT NO. : 072100000032

REFERENCE : 956546 4312767

AUTHORIZATION :

Patricia Fajuts

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -8 AM 11:59

ORDER DATE : January 8, 2001

ORDER TIME : 9:57 AM

ORDER NO. : 956546-005

CUSTOMER NO: 4312767

700003527527--3

CUSTOMER: Donald Klein, Esq.
Kline Moore & Klein
Suite 903
2665 S. Bayshore Drive
Coconut Grove, FL 33133

DOMESTIC FILING

NAME: THE HEALING YOGA COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT.

EXAMINER'S INITIALS:

2545
W01-460

RECEIVED
01 JAN -8 PM 12:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Jo 1/16/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

January 8, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE HEALING YOGA COMPANY, INC.
Ref. Number: W01000000460

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DIVISION OF CORPORATIONS
01 JAN -8 AM 11:59

We have received your document for THE HEALING YOGA COMPANY, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 901A00000915

RECEIVED
01 JAN 16 AM 9 40
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN -8 AM 11:59

Mr. PETER D. GACHE
90 Alton Road, Apt. 1808
Miami Beach, Florida 33139
Tel. (305) 532-8323

January 10, 2001

Division of Corporations
Department of State
Tallahassee, Florida 32302

Re: THE HEALING YOGA COMPANY, INC.

Gentlemen:

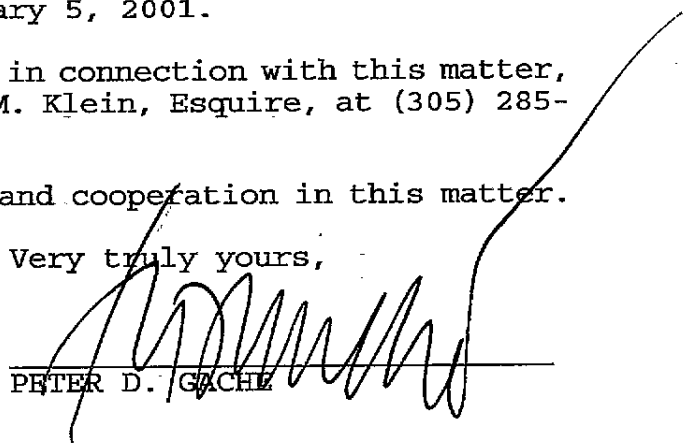
On October 6, 1999, I caused my attorneys to file with the Division of Corporations the Articles of Incorporation of The Healing Yoga Company, Inc., which was incorporated on that date under Document No. P99000088575. This entity was thereafter involuntarily dissolved for failure of this corporation to file its annual report for the year 2000.

I have recently instructed my attorneys to file new Articles of Incorporation for a new Florida corporation under the same name, The Healing Yoga Company, Inc. and, at your request, this letter will serve to confirm that I have consented to the release of the name of the former company to the new name which has been submitted for filing and incorporation by documents executed by Donald M. Klein, as Incorporator, dated January 5, 2001.

Should you require anything further in connection with this matter, kindly contact my attorney, Donald M. Klein, Esquire, at (305) 285-9793.

Thank you for your kind assistance and cooperation in this matter.

Very truly yours,


PETER D. GACHE

Sworn to and subscribed before me
this 10th day of January, 2001.


DONALD M. KLEIN, Notary Public,
State of Florida



Donald M. Klein
MY COMMISSION # CC782165 EXPIRES
November 21, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ARTICLES OF INCORPORATION

01 JAN -8 AM11:59

OF

THE HEALING YOGA COMPANY, INC.

I.

The name and address of this corporation are: THE HEALING YOGA COMPANY, INC., 1330 Ocean Drive, Second Floor, Miami Beach, Florida 33139.

II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

III.

This corporation is organized for the following purposes: To engage in the transaction of any and all lawful business whatsoever.

IV.

This corporation is authorized to issue Ten Thousand (10,000) shares of One (\$1.00) Dollar par value common stock.

V.

The street address of the initial registered office of this corporation is: c/o Kline, Moore & Klein, P.A., 2665 South Bayshore Drive, Suite 903, Coconut Grove, Florida 33133, and the name of the initial registered agent of this corporation at that address is: DONALD M. KLEIN.

VI.

This corporation shall have one (1) director 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. The name and address of the initial director of this corporation shall be:

PETER D. GACHE
1330 Ocean Drive
Second Floor
Miami Beach, Florida 33139

VII.

The name and address of the incorporator shall be:

DONALD M. KLEIN
c/o KLINE, MOORE & KLEIN, P.A.
2665 South Bayshore Drive
Suite 903
Coconut Grove, Florida 33133

VIII.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IX.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

X.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI.

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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 5th day of January, 2001.


DONALD M. KLEIN

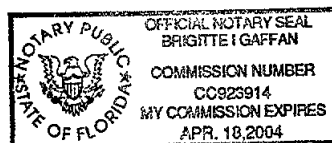
STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority personally appeared DONALD M. KLEIN, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of January, 2001.



NOTARY PUBLIC, State of Florida



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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First that THE HEALING YOGA COMPANY, INC., desiring to
organize under the laws of the State of Florida, with its
registered office, as indicated in Articles of Incorporation has
named DONALD M. KLEIN, located at c/o Kline, Moore & Klein, P.A.,
2665 South Bayshore Drive, Suite 903, Coconut Grove, Florida 33133,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above
stated corporation, at place designated in this Certificate, the
undersigned hereby accepts to act in this capacity, and agrees to
comply with the provisions of said Act relative to keeping open
said office.


DONALD M. KLEIN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -8 AM 11:59