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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 22, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

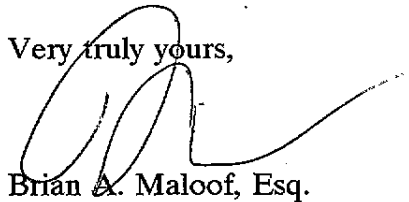
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*****157.50 *****78.75

RE: Articles of Incorporation for Wellness Centers of America II, Inc.

To whom it may concern:

Enclosed please find the Articles of Incorporation for Wellness Centers of America II, Inc., along with a check in the amount of \$78.75 for the filing fee. Please return a certified copy of the Articles of Incorporation to the undersigned at your earliest convenience.

Very truly yours,



Brian A. Maloof, Esq.

BAM:kw

Enclosures

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ARTICLES OF INCORPORATION
OF
WELLNESS CENTERS OF AMERICA II, INC.

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ARTICLE I

NAME

The name of the corporation is Wellness Centers of America II, Inc.

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States or Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered office and agent of this corporation is:

- (a) Registered Agent - Brian a. Maloof
- (b) Registered Agent Office - 9190 Sunset Drive, Miami, Florida 33173

ARTICLE VI

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office of the Corporation is 8299 S. Dixie Highway, Miami, Florida 33173. The mailing address of the Corporation is 8299 S. Dixie Highway, Miami, Florida 33173.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than two. The name and address of the initial Directors of this corporation are:

Director	Catherine Hensley 8299 S. Dixie Highway Miami, Florida 33143
Director	Lucky Flores, M.D. 1750 W. 46 Street, Apt. 439 Hialeah, FL 33012

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:
Brian A. Maloof, 9190 Sunset Drive, Miami, FL 33173.

ARTICLE IX

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred

upon the shareholders is subject to this reservation.

ARTICLE X

PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles this 20th day of March, 2002.


BRIAN A. MALOOF, Incorporator

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

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared BRIAN A. MALOOF, personally known to me or who presented _____ as identification, and known by me to be the person who executed the foregoing articles and who acknowledged to me that he executed the same freely and voluntarily, and who did (did not) take an oath.

WITNESS my hand and official seal this 20th day of March, 2002.



Jack L. Weitzman
MY COMMISSION # CC692750 EXPIRES
December 5, 2003
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.0501 and 607.0505, Florida Statutes.

DATED this 20th day of March, 2002.



BRIAN A. MALOOF
REGISTERED AGENT

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