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KRAUSE & BAXTER

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KENNETH D. BAXTER, ESQ.
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June 5, 2002

VIA FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000005693970--5
-06/06/02--01026--004
*****78.75 *****78.75

RE: New Corporation; **OPTIMAL HEALTH SOLUTIONS, INC.**

Gentlemen:

I enclose herewith two original fully executed articles of incorporation for **OPTIMAL HEALTH SOLUTIONS, INC.** together with my firm's check in the amount of \$78.75.

Please file the Articles of Incorporation and return to me a stamped copy.

Should you have any questions or problems please do not hesitate to contact me.

Very truly yours,


Kenneth D. Baxter

KDB/mf

DB 6/6

**ARTICLES OF INCORPORATION OF
OPTIMAL HEALTH SOLUTIONS, INC.**

FILED
02 JUN -6 AM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **OPTIMAL HEALTH SOLUTIONS, INC.**, having its principal office located at 5322 S.W. 34 Terrace, Fort Lauderdale, Florida 33312.

ARTICLE II

The corporation may engage in or transact any and all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Thousand (1,000) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

There shall be no preemptive rights accruing to the shareholders.

ARTICLE V

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: Kenneth D. Baxter
REGISTERED OFFICE: 5322 S.W. 34 Terrace
Fort Lauderdale, Florida 33312

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.



REGISTERED AGENT: Kenneth D. Baxter

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is one.

ARTICLE VII

The name and address of the members of the initial Board of Directors is:

Kenneth D. Baxter
5322 S.W. 34 Terrace
Fort Lauderdale, Florida 33312

ARTICLE VIII

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

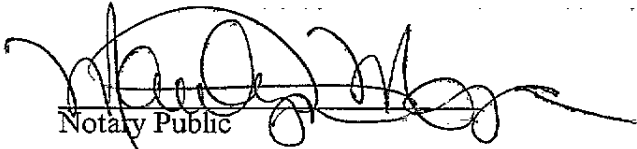
Kenneth D. Baxter
5322 S.W. 34 Terrace
Fort Lauderdale, Florida 33312

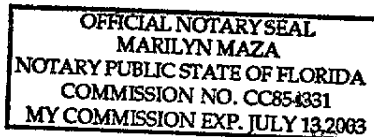

Kenneth D. Baxter

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE:

BEFORE ME, the undersigned authority, personally appeared Kenneth D. Baxter, who [] presented _____ as identification or who ~~is~~ is personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this 4 day of June, 2002.


Notary Public



FILED
02 JUN -6 AM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA