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June 4, 2002

Florida Department Of State
Division Of Corporations
New Filing Section
Post Office Box #6327
Tallahassee, Florida - 32314

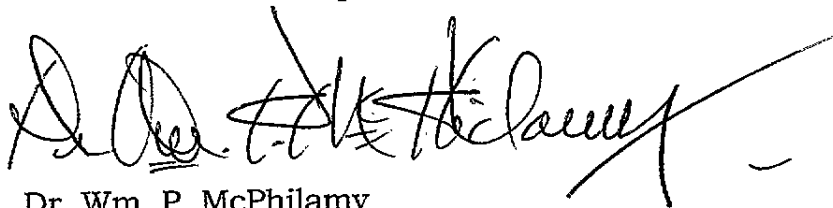
FILED
02 JUN -6 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: "HealthQuest Nutrition, Wellness Center & Spa, Inc.

Enclosed is a cashiers check in the amount of \$87.50, to cover
Filing Fees, a Certified Copy Of Articles Of Incorporation, and
Certificate Of Status.

Enclosed also, are the original Articles Of Incorporation, executed,
And one(1) photocopy of the Articles Of Incorporation.

Kindly mail the aforementioned documents to the undersigned at
the address shown below, and thank you for your cooperation and
assistance in this important matter.



Dr. Wm. P. McPhilamy
8843 San Jose Boulevard
Suite Two(#2)
Sonville, Florida - 32217-4244

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ARTICLES OF INCORPORATION

OF

HealthQuest Nutrition, Wellness Center & Spa, Inc.

The Undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE 1. NAME

The name of the corporation shall be;

“HealthQuest Nutrition, Wellness Center & Spa, Inc.”

The principal place of business of this corporation shall be
8843 San Jose Blvd., Suite Two(2), Jacksonville, Florida –
32217-4244.

ARTICLE 11. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or Business permitted under the laws of the United States of America, the State of Florida, or any other state, county, city, territory or nation.

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ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000,000 shares of the Common Stock, the only class of stock, and having ten-cents(\$0.10), par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 8843 San Jose Blvd., Suite Two(2), Jacksonville, Florida – 32217-4244. The Mailing address of the initial registered office of the corporation is 8843 San Jose Blvd., Suite Two(2), Jacksonville, Florida – 32217-4244.

ARTICLE V. TERM OF EXISTANCE

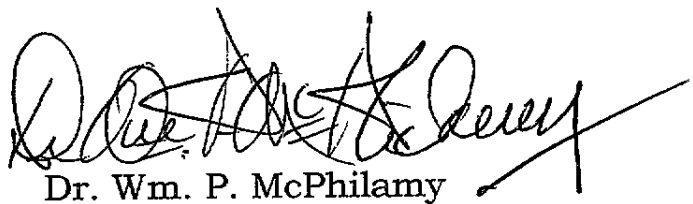
Every shareholder upon the sale for cash, of any new stock of this Corporation of the same kind, class, or series as that which he, or she already holds, shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE VI. OFFICERS AND DIRECTORS

President/Director	Dr. Wm. P. McPhilamy 8843 San Jose Blvd., Suite Two(2) Jacksonville, Florida-32217-4244
Vice-President/Director	Mark Bourgeois 8843 San Jose Blvd., suite Two(2) Jacksonville, Florida-32217-4244
Secretary/Director	Roxanne A. Harmon 8843 San Jose Blvd., Suite Two(2) Jacksonville, Florida-32217-4244

ARTICLE VII. INCORPORATION

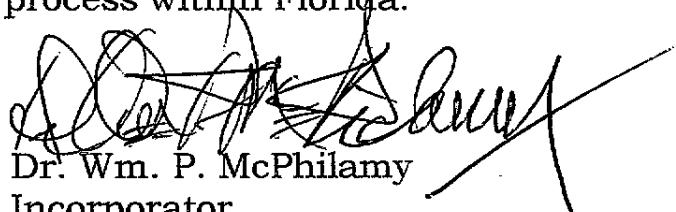
The undersigned has hereunto set his hand and seal on this
the 31st day of May 2002.


Dr. Wm. P. McPhilamy

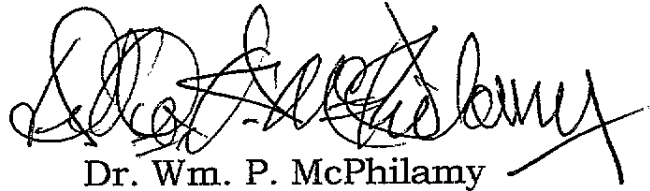
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN FLORIDA AND ACCEPTANCE OF AGENT WHOM
PROCESS MAY BE SERVED.**

That **"HealthQuest Nutrition, Wellness Center & Spa,
Inc.,"** Desiring to qualify under the laws of the State of Florida,
with Its' principal place of business being 8843 San Jose
Blvd., Suite Two(2), Jacksonville, Florida-32217-4244, and the
mailing address of the business, is 8843 San Jose Blvd., Suite
Two(2), Jacksonville, Florida-32217-4244, as it's Registered
Agent to accept service of process within Florida.

Dated: May 31, 2002


Dr. Wm. P. McPhilamy
Incorporator

Having been named to accept service of process for the above
named Corporation, at the place designated in this certificate,
I hereby agree to comply with the provisions of all statutes
that are relative to the proper performance of my duties.

A handwritten signature in black ink, appearing to read "Dr. Wm. P. McPhilamy", written over the printed name.

Dr. Wm. P. McPhilamy
Registered Agent

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