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**LAW OFFICES OF
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July 26, 2002

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Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

Re: NuHealth Inc.

Dear Sir or Madam:

Enclosed are two (2) original Articles of Incorporation and Registered Agent forms for the captioned corporation.

One (1) original is to be filed in your office and one (1) original is to be certified and returned to this office. Also enclosed is a check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
Registered Agent Fee	\$ <u>35.00</u>
TOTAL	\$122.50

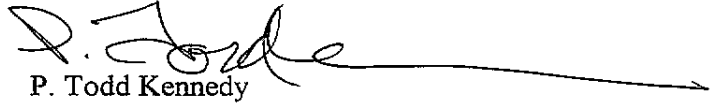
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Secretary of State
July 26, 2002
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Please telephone me if there is any reason why these requests cannot be met promptly.
Thank you for your attention to these matters.

Sincerely,
KENNEDY & ASSOCIATES, P.L.


P. Todd Kennedy

Enclosures

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**ARTICLES OF INCORPORATION
OF
NUHEALTH INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is NuHealth Inc.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 2,000,000 voting common shares, all with a par value of \$0.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 1675 Palm Beach Lakes Blvd., Suite 700, West Palm Beach, FL 33401 and the name of the initial Registered Agent at that address is Timothy A. Natole.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Timothy A. Natole	1675 Palm Beach Lakes Blvd. Suite 700 West Palm Beach, FL 33401

ARTICLE SEVEN

7.01 The Board of Directors of the corporation shall be comprised of no less than three (3) and no more than five (5) Directors, but the Bylaws may provide for such increase or decrease in number of Directors who shall comprise the Board of Directors as is authorized by law.

7.02 The name and address of the members of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Timothy A. Natole	1675 Palm Beach Lakes Blvd. Suite 700 West Palm Beach, FL 33401
Dr. Lester Griffith	1675 Palm Beach Lakes Blvd. Suite 700 West Palm Beach, FL 33401
Robert Allen	1675 Palm Beach Lakes Blvd. Suite 700 West Palm Beach, FL 33401

ARTICLE EIGHT

8.01 The Officers of the corporation and the responsibilities appertaining each thereto shall be as determined by the Board of Directors pursuant to the Florida Business Corporation Act and the Bylaws.

8.02 The name and respective office for the initial Officers of the corporation are:


<u>Name</u>	<u>Office</u>
Timothy A. Natole	CFO, Treasurer, Secretary
Dr. Lester Griffith	President
Karl Prazak	Vice President

ARTICLE NINE

9.01 The effective date of this corporation shall be July 26, 2002.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 26 day of July, 2002.

By:




Timothy A. Natole

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that NuHealth Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1675 Palm Beach Lakes Blvd., Suite 700, West Palm Beach, Florida 33401.


Second, named Timothy A. Natole, located at 1675 Palm Beach Lakes Blvd., Suite 700, West Palm Beach, Florida 33401, as its Agent to accept service of process within Florida.


Timothy A. Natole
Incorporator

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TALLAHASSEE, FLORIDA

Date: July 26, 2002

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.


Timothy A. Natole
Registered Agent

Date: July 26, 2002