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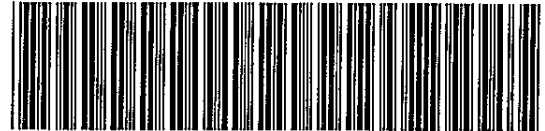
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Marc I. Solomon
Attorney At Law

December 18, 2002

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

Dear Sir or Madam:

I am enclosing for filing the Articles of Incorporation for Step Up 2 Health, Inc. I am further enclosing a check made payable to the Florida Department of State in the sum of \$78.75. This sum represents the Filing fee, Designation of Registered Agent fee and the fee for a certified copy of the filed Articles of Incorporation.

If you have any questions with regard the enclosed filing, please contact the undersigned at (561) 750-1399.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Marc I. Solomon".

Marc I. Solomon, Esq.

Marc I. Solomon, P.A.
4400 N. Federal Highway • Suite 210
Boca Raton, Florida 33431
Phone: (561) 750-1399 • Fax: (561) 392-6282
E-mail: msolomon@wiredol.com

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Step Up 2 Health, Inc.

02 DEC 23 AM 3:33

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Step Up 2 Health, Inc.

ARTICLE II

The street address of the principal office of the Corporation is 6683 NW 25th Avenue, Boca Raton, Florida 33496

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 100 shares, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is 2600 N. Military Trail, Ste. 290 Boca Raton, Florida 33431. The initial registered agent for the Corporation at that address is Marc I. Solomon, Esq.

ARTICLE V

The general nature of this corporation is to engage in any activity or business permitted under the laws of the state of Florida.

ARTICLE VI

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name/Address

Dr. Barry Weinhouse, 6683 NW 25th Avenue, Boca Raton, FL 33496
Linda Weinhouse, 6683 NW 25th Avenue, Boca Raton, FL 33496