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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Matrix Wellness Management, Inc.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MATRIX WELLNESS MANAGEMENT, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation;

**ARTICLE 1
NAME**

The name of the corporation is **Matrix Wellness Management, Inc.** (hereinafter called the "Corporation").

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 2322 East Oakland Park Boulevard, Ft. Lauderdale, Florida 33306.

**ARTICLE 3
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Million (1,000,000) shares, One Cent (\$0.01) par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE 4
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: 407 Lincoln Road, Penthouse Southeast, Miami Beach, Florida 33139. The name of the Corporation's initial registered agent at that office is: The Law Offices of Craig M. Dorne, PA.

**ARTICLE 5
INCORPORATOR**

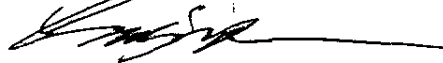
The name and street address of the incorporator of the Corporation: The Law Offices of Craig M. Dorne, PA, 407 Lincoln Road, Penthouse Southeast, Miami Beach, Florida 33139.

ARTICLE 6
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of January, 2003.

The Law Offices of Craig M. Dorne, P.A.



Craig M. Dorne, Esq.
For the Firm

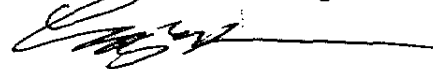
CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of the Corporation, in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for he Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 14th day of January, 2003.

The Law Offices of Craig M. Dorne, P.A.



Craig M. Dorne, Esq.
For the Firm

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