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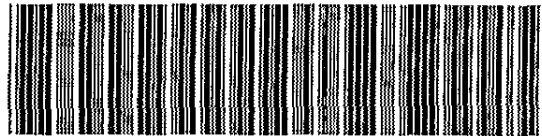
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6/6/02

LANIER, INC.

BUSINESS ACCOUNTING
SUITE 2904
5637 PACIFIC BLVD.
BOCA RATON, FL 33433
Tel: (561) 392-6861
Fax: (561) 447-4149

May 17, 2003

Secretary of State
Division of Corporations, New Filing Section
409 East Gaines Street
Tallahassee, FL 32399
ATTN: NEYSA

Re: SUNSHINE HOLISTIC HEALTHCARE II, INC.

Dear Neysa:

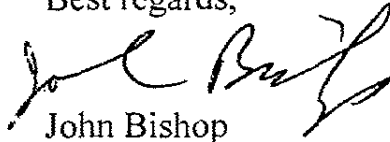
Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$78.75 for Filing Fees, Certified Copy of the Articles of Incorporation, and Fee for Registered Agent Designation for each corporation.

Please return the Certified Copy of the Articles of Incorporation to the following address:

John Bishop
Lanier, Inc.
5637 Pacific Blvd., Suite 2904
Boca Raton, FL 33433

Thanks for all your help. I remain in your debt. Thank you!

Best regards,



John Bishop

JB/vm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUNSHINE HOLISTIC HEALTHCARE II, INC.

The Undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, for the purposes of forming a corporation under the Florida Corporation Law, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is SUNSHINE HOLISTIC HEALTHCARE II, INC.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in the business of rendering healthcare services through medical, chiropractic or other qualified healthcare personnel to patients requiring such care, and any other services which are permitted under the laws of the United States and/or the laws of the State of Florida, and any related business or activities. In addition, the Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be as follows:

- A. FIVE MILLION (5,000,000) Class A common voting shares having a par value of ONE CENT (\$0.01) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED AGENT
AND PRINCIPAL OFFICE

The principal office of the Corporation will be located at:

1096 SW 27th AVE
BOYNTON BEACH, FL 33426

The Board of Directors may, from time to time, move the principal office to any other address. The street address of the Initial Registered Agent Office and the name of the Initial Registered Agent at that office is:

JOHN BISHOP
SUITE 2904
5637 PACIFIC BLVD.
BOCA RATON, FL 33433

The Board of Directors may, from time to time, change the Registered Agent to any other individual or address, within the State of Florida.

ARTICLE VI: INCORPORATOR

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

JOHN BISHOP
SUITE 2904
5637 PACIFIC BLVD.
BOCA RATON, FL 33433

ARTICLE VII: DIRECTORS

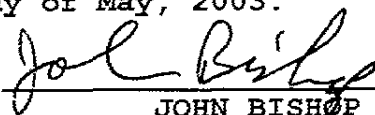
The name and address of the Initial Director of the Corporation is:

WILLIAM LOUISMA
1096 SW 27th AVE
BOYNTON BEACH, FL 33426

ARTICLE VII: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of the Articles of Incorporation, or any amendment(s) hereto.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation on this 17TH day of May, 2003.


JOHN BISHOP

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

SUNSHINE HOLISTIC HEALTHCARE II, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its Initial Registered Agent Office as indicated in the Articles of Incorporation at:

SUITE 2904
5637 PACIFIC BLVD.
BOCA RATON, FL 33433

has named JOHN BISHOP, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above-named corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Dated: May 17, 2003


JOHN BISHOP

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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