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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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SA

POTTER CLEMENT LOWRY & DUNCAN

ATTORNEYS AT LAW

308 EAST FIFTH AVENUE
MOUNT DORA, FLORIDA 32757

E-MAIL ADDRESS: aolowry@earthlink.net

DEL G. POTTER, P.A.*
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BRUCE G. DUNCAN, P.A.
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PHONE: (352) 383-4186
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*Certified Circuit Mediator

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

**Re: Articles of Incorporation
SLEEP & BREATHE WELL, INC.**

Dear Sir or Madam:

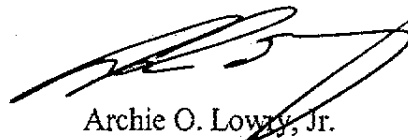
Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced corporation. You will also find enclosed this firm's check payable to the Secretary of State in the amount of \$78.75, representing the following fees:

\$ 35.00	Filing Fee
\$ 35.00	Registered Agent Designation
<u>\$ 8.75</u>	Certified Copy
 \$ 78.75	 Total

We would appreciate your filing the enclosed Articles and sending us confirmation of same.

If you have any questions, please do not hesitate to contact me. We appreciate your assistance in this matter.

Very truly yours,



Archie O. Lowry, Jr.

AOLjr/rp
Enclosures

ARTICLES OF INCORPORATION
OF
SLEEP & BREATHE WELL, INC.

FILED
06 MAY -1 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is SLEEP & BREATHE WELL, INC., whose address is 501 Medical Plaza Dr., Suite 102, Leesburg, FL 34748.

ARTICLE II. COMMENCEMENT OF EXISTENCE

This corporation shall begin its existence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand Shares (10,000) shares of Common Stock having a
Nominal or Par Value of One and No/100 Dollars (\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services, which, in the judgment of the Board of Directors of the Corporation shall be of a valuation equivalent to the value of stock to be issued.

ARTICLE VI. PREEMPTIVE RIGHTS

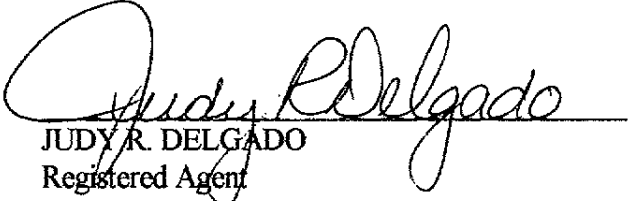
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 501 Medical Plaza Dr., Suite 102, Leesburg, FL 34748, and the name of the initial registered agent of this corporation at that address is Judy R. Delgado.

ACKNOWLEDGEMENT:

Having been made to accept service of process for the above state corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties. I hereby am familiar with and accept the obligations as registered agent for said corporation.


JUDY R. DELGADO
Registered Agent

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have a minimum of one (1) director at all times. The number of directors may be increased from time to time by the By-laws, but shall never be less than one (1).

The name and address of the initial directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
HUMBERTO R. DELGADO	501 Medical Plaza Dr., Suite 102 Leesburg, FL 34748
JUDY R. DELGADO	501 Medical Plaza Dr., Suite 102 Leesburg, FL 34748

Members of the Board of Directors shall be deemed present at a meeting if a conference telephone or similar communications equipment and by means of which all persons participating in the meeting can hear each others views.

ARTICLE IX. INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of voting stock of the corporation may act without a meeting, as provided in Florida Statutes 607 or in the By-laws.

ARTICLE X. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JUDY R. DELGADO	501 Medical Plaza Dr., Suite 102 Leesburg, FL 34748

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer, director, agent or employee or any former officer, director, agent or employee to the full extent permitted by law.

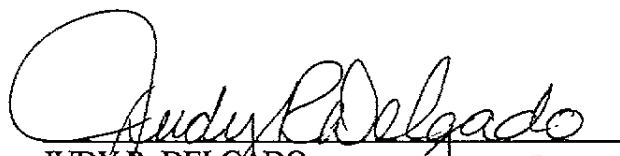
ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this restriction.

ARTICLE XIII. BYLAWS


The power to adopt, amend or repeal the Bylaws shall be reserved in the Shareholders or Board of Directors of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of April, 2006.


JUDY R. DELGADO
Subscriber

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 24th day of April, 2006, by JUDY R. DELGADO, Subscriber to these Articles of Incorporation, and who provided DRIVERS License as identification.


NOTARY PUBLIC
Commission Expires:

Client\delgado\sleep & breathe well, inc\articles

