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JOHN T. PRAHL

Attorney at Law

Telephone:

(305)234-3680

12376 SW 82 Avenue Pinecrest, FL 33156

Facsimile: E-Mail: (305)234-3605 PRAHL_LAW@bellsouth.net

March 29, 2007

Secretary of State Corporate Division PO Box 6327 Tallahassee, FL 32314

Re: File Articles of Incorporation for M & M Health & Wellness, Inc.

Dear Ladies and Gentlemen:

Enclosed please find Article of Incorporation for M & M Health & Wellness, Inc. Please file the Articles. Please also send me a certified copy of the document along with a Certificate of Good Standing. Enclosed is a check in the amount of \$87.50, which includes \$35.00 for the filing fee, \$35.00 for registered agent designation, \$8.75 for certified copies of the document, and \$8.75 for a Certificate of Good Standing.

If you have any questions or need any further information, please do not hesitate to contact me at the number listed above.

Your prompt attention is greatly appreciated.

Sincerely yours

John I. Prani

JTP/hp

Enclosure

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ARTICLES OF INCORPORATION

FILED 07 APR -2 PM 0

The undersigned, acting as incorporator of a corporation under the Floridal 3: 17

General Corporation Act, adopts the following Articles of Incorporation For State Corporation:

1. The name of the Corporation is:

M & M Health & Wellness, Inc.

2. The mailing address for the Corporation shall be:

420 Old Towne Lane Juno Beach, FL 33408

- 3. The period of its duration is perpetual.
- 4. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
- 5. The Corporation shall have authority to issue 5,000 shares, all of one class, one cent (\$0.01) par value.
 - 6. The address of its initial registered office is:

12376 SW 82 Avenue Pinecrest, FL 33156

and the name of its initial registered agent at said address is John T. Prahl, Esq.

7. The number of directors constituting its initial board of directors is one (1) whose name and address is:

<u>NAME</u> <u>ADDRESS</u>

Michael Mauger 420 Old Towne Lane
Juno Beach, FL 33408

8. The name and address of the Incorporator is:

NAME ADDRESS

Michael Mauger

420 Old Towne Lane Juno Beach, FL 33408

9. Preemptive Rights shall be as follows: The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this Corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this Q(_ day of March, 2007.

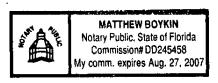
Michael Mauger

STATE OF FLORIDA COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 24 day of March, 2007 by Michael Mauger, who is personally known to me, or who produced as identification.

My Commission Expires:

Ary 27.2007



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that M & M Health & Wellness, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Miami-Dade, State of Florida, has named John T. Prahl, Esq., 12376 SW 82 Avenue, Pinecrest, FL 33156, City of Pinecrest, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

John T. Prahl

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