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WALTER B. LEBOWITZ
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Phone (305) 534-0000
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FILED

APR 28 PM 4:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 25, 1995

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

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-04/28/95--01092--009
*****70.00 *****70.00

Re: SUCCESS WITHOUT STRESS, Inc.

Gentleman:

Enclosed please find my office Check (or money order) in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

I CALLED FOR NAME AVAILABILITY PRIOR TO MAILING THIS CORPORATION AND WAS TOLD THIS NAME WAS AVAILABLE. IF IT IS NOT OR If you have any question regarding the above, please call me at (305) 534-0000. I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,


Walter B. Lebowitz

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MAY 3 1995 BSB

ARTICLES OF INCORPORATION OF
SUCCESS WITHOUT STRESS, INC.

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SECRETARY OF STATE
FLORIDA

ARTICLE I - NAME

The name of this Corporation is: SUCCESS WITHOUT STRESS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business, especially marketing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.01) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is 1814 N. E. Miami Garden Drive, Suite 205, North Miami, Fl 33179, and the name of the initial registered agent of this corporation at that address is Victor Rivera.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1), Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The names and addresses of the initial Board of Directors of this corporation is/are:

NAME

ADDRESS

VICTOR RIVERA 1814 N. E. Miami Garden Drive, Suite 205, North
President and Director Miami, Fl 33179

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles
is:

NAME	ADDRESS
VICTOR RIVERA	1814 N. E. Miami Garden Drive, Suite 205, North Miami, Fl 33179

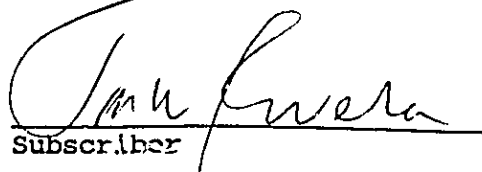
ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 26 day of April 1995.


Subscriber

Subscriber

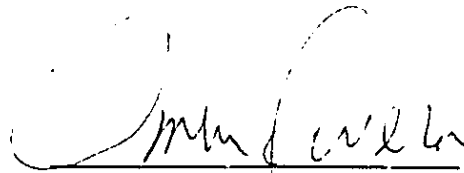
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SECRETARY OF STATE

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

VICTOR RIVERA, HAVING A BUSINESS OFFICE AT, 1814 N. E. Miami Garden Drive, Suite 205, North Miami, Fl 33179, and, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

A handwritten signature in dark ink, appearing to read "Victor Rivera", is written over a horizontal line.

VICTOR RIVFRA