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((H95000005698)) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
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TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33136-2920-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

(((H95000005698))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: CENTRO HIPNOTICO INTERAMERICANO, INC.  
FAX AUDIT NUMBER: H95000005698 CURRENT STATUS: REQUESTED  
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Hypnotism, Inc.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

May 22, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: CENTRO HIPNOTICO INTERAMERICANO, INC.  
REF: W95000010770

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H95000005698  
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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95 MAY 23 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CARLOS HIDALGO,  
ACCOUNTANT  
12100 N.E. 16<sup>th</sup> AVE.  
N. MIAMI, FL 33161  
(305) 895-3093

ARTICLES OF INCORPORATION  
OF

CENTRO HIPNOTICO INTERAMERICANO, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLES I

NAME

The name of the Corporation shall be CENTRO HIPNOTICO INTERAMERICANO, INC. and the principal office shall be: 8370 N.W. 167 Terrace, Miami Lakes, Florida 33016

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

b) to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is FIVE HUNDRED (500) shares common stock, having a nominal or par VALUE of One Dollar ( \$1.00 ) per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$ 1.00.

ARTICLE IV

TERM

This corporation shall commence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

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#### ARTICLE V

##### REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent of this corporation shall be Teresa M. Ferrer, and the Registered Office shall be located at:

8370 N.W. 167 Terrace, Miami Lakes, Florida 33016

or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with Law. The aforementioned location also constitutes the principal office.

#### ARTICLE VI

##### DIRECTORS

This corporation shall have not less than one or more than four directors, as set forth in the By-laws. The name and street address of the first board of directors of this corporation who, subject to this Articles of Incorporation, By-laws of this corporation, and the laws of the State of Florida, shall hold office until his successors have been elected and qualified, is:

NAME	STREET ADDRESS
Francisco Ferrer	8370 N.W. 167 Terrace Miami Lake, Fl. 33016
Teresa M. Ferrer	8370 N.W. 167 Terrace Miami Lake, Fl. 33016

#### ARTICLE VII

##### INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations that accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

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#### ARTICLE VII

##### INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party-

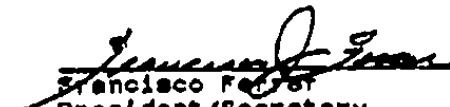
or which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

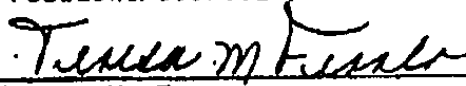
#### ARTICLE IX

##### TELEPHONE MEETING AUTHORIZATION

Member of the board of directors or any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear or be heard by all other persons, is used.

IN WITNESS WHEREOF, the parties named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.

  
Francisco Ferrer  
President/Secretary

  
Teresa M. Ferrer  
Treasurer

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CERTIFICATE ACCEPTING DESIGNATION

AS

REGISTERED AGENT

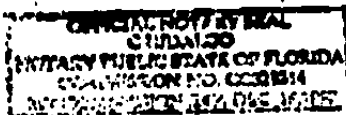
I HEREBY CERTIFY that I have accepted the designation as  
Registered Agent of CENTRO HIPNOTICO INTERAMERICANO, INC.,  
and agree to serve as its agent to accept service of  
process within this State as its Registered Office.

*Teresa M. Ferrer*

Teresa M. Ferrer

STATE OF FLORIDA )  
COUNTY OF DADE ) ss

SWORN TO AND SUBSCRIBED before me by Teresa M. Ferrer  
on this 2 day of March, 1995.



*[Signature]*  
Notary Public, STATE OF FLORIDA  
AT LARGE

My commission expires:

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STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY That on this day, before me, Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared:

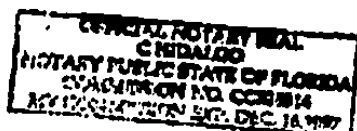
Francisco Ferrer  
Teresa M. Ferrer 8370 N.W. 167 Terrace  
Miami Lake, Fl. 33016

to me known to be the person (s) described as subscribed (s) to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this 2 day of March, 1995.

  
Notary Public of the STATE OF  
FLORIDA AT LARGE

My commission expires:



FILED  
MAY 23 PM 1:25  
TALLAHASSEE, FLORIDA

Prepared by:  
C. Hidalgo, Accountant  
3191 Coral Way suite 621  
Miami, Florida 33145

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MAY-22-1995 12:19 FROM EMPIRE

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