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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 616452 6099A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 13, 1995

ORDER TIME : 9:56 AM

ORDER NO. : 616452

CUSTOMER NO: 6099A

CUSTOMER: Martin V. Katz, Esq
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. Flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: INTERNATIONAL QI GONG
ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN JUN 13 1995

FILED
95 JUN 13 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 JUN 13 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNATIONAL QI GONG ASSOCIATION, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be INTERNATIONAL QI GONG ASSOCIATION, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 5420 N. Ocean Drive, #2401, Riviera Beach, Florida 33404-2541.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations

organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this

Corporation is 5420 N. Ocean Drive, #2401, Riviera Beach, Florida 33404-2541, and the name of the initial registered agent of this Corporation at that address is Wei Zhong Fu.

ARTICLE VIII

Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished 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 are as follows:

Wei Zhong Fu	5420 N. Ocean Drive #2401 Riviera Beach, Florida 33404-2541
John E. Clauss, Jr.	53 Continental Avenue Forest Hill, New York 11375

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

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

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Wei Zhong Fu, 5420 N. Ocean Drive, #2401, Riviera Beach, Florida 33404-2541.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of June, 1995.

Wei Zhong Fu
WEI ZHONG FU, Incorporator

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

FILED
95 JUN 13 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES. THE
FOLLOWING IS SUBMITTED:

THE INTERNATIONAL QI GONG ASSOCIATION, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS INITIAL REGISTERED OFFICES AT 5420 N. OCEAN DRIVE, #2401,
RIVIERA BEACH, FLORIDA 33404-2541 HAS NAMED WEI ZHONG FU, LOCATED
AT 5420 N. OCEAN DRIVE, #2401, RIVIERA BEACH, FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Wei Zhong Fu
WEI ZHONG FU, Incorporator
June 12, 1995
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF
MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA
STATUTES.

Wei Zhong Fu
WEI ZHONG FU, Registered Agent
June 12, 1995
(Date)