

P95000047486

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUN 19 PM 1:25

AK 6/19/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>AAK</i>	_____	_____

WALK-IN
 Will Pick Up *6-19 1200*

RE: Health + Life Corp

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File	900001516379	
	-06/19/95-01033-005	
	****122.50 ****122.50	
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLE OF INCORPORATION

OF

HEALTH & LIFE CORP.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be, **HEALTH & LIFE CORP.**

ARTICLE II
DURATION

This corporation is to have perpetual existence.

ARTICLE III
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) shares of all one class at One (\$1.00) Dollar each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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95 JUN 19 PM 1:25

ARTICLE V
CORPORATE ADDRESS

The initial street address of the State of Florida of the principal office of this corporation is as follows:

**2055 S. W. 122 AVENUE
SUITE 104
MIAMI, FLORIDA 33175**

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows: **JUAN CARLOS SEOANE.**

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of by By-Laws of the corporation in the manner provided by law, but shall never be less than one.

<u>Name</u>	<u>Address</u>
JUAN CARLOS	2055 S. W. 122 AVENUE SUITE 104 MIAMI, FLORIDA 33175

ARTICLE VIII
INCORPORATOR

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

**JUAN CARLOS SEOANE
2055 S. W. 122 AVENUE
SUITE 104
MIAMI, FL. 33175**

ARTICLE IX
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board Directors and shall be by majority vote.

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
INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
AMENDMENT OF ARTICLES

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

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REGISTERED AGENT CERTIFICATE

95 JUN 19 PM 1:26

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

That **HEALTH & LIFE CORP.**, desiring to organize under the laws of the State of Florida, with its principal Offices as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named Juan Carlos Seoane office address, 2055 S. W. 122 Ave. Suite 104, Miami, Fl. 33175, its registered agent to accept service of process.

ACKNOWLEDGEMENT

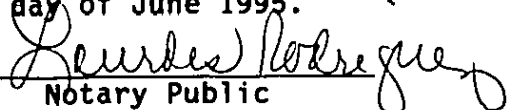
Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

by: 
JUAN CARLOS SEOANE

State of Florida)
County of Dade)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared Juan Carlos Seoane, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 14th day of June 1995.


Notary Public

My Commission Expires



IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.


JUAN CARLOS SEOANE

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared Juan Carlos Seoane who has produced Florida D. L. No. 5500-423-67-258-0 _____, as identification, and who executed the foregoing Articles of Incorporation, as incorporator and acknowledged before me that she subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 14th day of June, 1994.


LOURDES RODRIGUEZ
Notary Public

My Commission Expires:

