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DIVISION OF CONSTRUCTION

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**ARTICLES OF INCORPORATION
OF
PALM BEACH HEALTH & WELLNESS CENTER, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be PALM BEACH HEALTH & WELLNESS CENTER, INC. and its principal business and mailing address is 309 Royal Poinciana Plaza, Palm Beach, Florida 33480.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is 500 shares of \$.01 par value common stock.

ARTICLE V

The street address of the initial registered office of the corporation is 901 Martin Downs Blvd., Suite 203, Palm City, Florida 34990 and the name of the initial registered agent at such address is File-A-Corp, Inc..

ARTICLE VI

The Corporation shall have one director, initially. The number of directors may be increased or decreased from time to time, by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The name and post office address of the sole member of the first Board of Directors is:

Mark Dubin
309 Royal Poinciana Plaza
Palm Beach, Florida 33480.

ARTICLE VIII

The name and address of the incorporator is:

File-A-Corp., Inc.
901 Martin Downs Blvd., Suite 203
Palm City, Florida 34990

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PREPARED BY: SUSAN M. JOYNES
FILE-A-CORP
901 SW MARTIN DOWNS BLVD., SUITE 203
PALM CITY, FLORIDA 34990
TEL. NO. (407) 223-0303

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ARTICLE IX

The Corporation shall be deemed to commence its existence upon the date of filing these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 28th day of July, 1995.

Susan M. Joynes
Susan M. Joynes, acting as agent for
File-A-Corp, Inc.

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 28th day of July, 1995, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Susan M. Joynes, () personally known to me or () has produced as identification, the person whose name is subscribed to the within instrument, and she acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Kim N. Kyle
My Comm Exp. 5/16/98
Bonded By Service Ins
No. 0030546

Kim N. Kyle
Notary Public

My Comm. Expires 5/16/98

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

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Susan M. Joynes
Susan M. Joynes, acting as agent for
File-A-Corp, Inc.
Registered Agent
Date: July 28, 1995

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