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DANIEL J. MCCRANIE, P.A.
MICHAEL S. MULLIN

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FROM JACKSONVILLE 388-2088
FAX (904) 261-6960

July 25, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

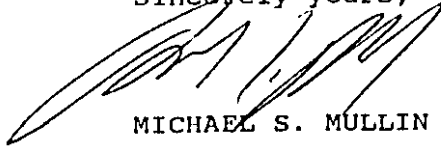
RE: Lifestyles at Amelia Wellness Center, Inc.

Dear Sir:

Enclosed is the above referenced corporation for filing. Also enclosed is our check in the amount of \$122.50 as and for the filing fee.

If you have any questions, please do not hesitate to contact my office.

Sincerely yours,



MICHAEL S. MULLIN

MSM/am

Enclosure

c:corp.ltr

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REGISTER JUL 31 1995

95 JUL 27 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LIFESTYLES AT AMELIA WELLNESS CENTER, INC.

FILED
95 JUL 27 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the provisions of the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is: **LIFESTYLES AT AMELIA WELLNESS CENTER, INC.**

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States and the State of Florida. To engage in the business of a beauty salon and all other business lawful in the State of Florida.

To establish copy rights and/or patents, To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways import, lease possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the

foregoing), deal in and with property of every kind and character, real personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choices in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision of agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

To promote or aid in any manner, financially or otherwise, any person, firm association or corporation, and to guarantee contracts and other obligations.

To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is FIVE HUNDRED (500) with one dollar (\$1.00) par value. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial address of the principal office of this corporation is: 869 Sadler Road, Suite 3, Fernandina Beach, FL 32034. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and post office address of the initial director, who shall hold office for the first year of corporate existence or

until their successors are elected or appointed and have qualified are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
RICHARD L. BRANDON	869 Sadler Road, Suite 3 Fernandina Beach, FL 32034

ARTICLE VIII. OFFICERS

The names and post office addresses of the officers who shall hold office for the first year of corporate existence or until their successors are elected or appointed are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
RICHARD L. BRANDON	President Secretary Treasurer	869 Sadler Road, Suite 3 Fernandina Beach, FL 32034

ARTICLE IX. REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: RICHARD L. BRANDON, 869 Sadler Road, Suite 3, Fernandina Beach, FL 32034

ARTICLE X. INCORPORATOR

The name and address of the incorporator is: RICHARD L. BRANDON, 869 Sadler Road, Suite 3, Fernandina Beach, FL 32034.

ARTICLE XI. MEETINGS

Annual meetings shall be held on June 1 of each year proceeding the filing of the Articles of Incorporation.

ARTICLE XII. AMENDMENTS

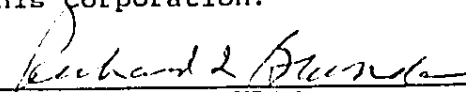
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a

stockholders' meeting by a majority of the issued and outstanding stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. Each and every action required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.

EXECUTED this 28th day of July, 1995.



RICHARD L. BRANDON

By my signature below, I hereby accept appointment as the Designated Registered Agent of this Corporation.


RICHARD L. BRANDON

STATE OF FLORIDA
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 25th day of July, 1995, by RICHARD L. BRANDON, who is personally known to me or who has produced _____ as identification and who did take an oath.


ANN R. MYERS
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

wp/c:corp



ANN R. MYERS
MY COMMISSION # CC 100811 EXPIRES
December 10, 1995
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
95 JUL 27 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA