

HEALER, Inc.

FILED

95 AUG -4 PM 3:32

ARTICLES OF INCORPORATION

ALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is HEALER, Inc., an acronym that stands for Health Enhancement And Life Enrichment Resource, Inc. The principal address of this corporation is 10357 SW 122 Ave. Miami, FL 33186.

ARTICLE II

The registered office of this corporation is located at 10357 SW 122 Avenue, Miami, FL 33186, and the registered agent is Jocelyn H. Bruce.

ARTICLE III

The general nature of business to be transacted by this corporation is:

1) To publish and disseminate research or medical information, and any other related educational material, to the extent permitted under the Laws of the United States and of the State of Florida.

2) To engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV

The corporation is authorized to issue 30,000 shares, with no par value, to be distributed as shares of common stock with voting rights.

ARTICLE V

The affairs of the corporation shall be governed by the Constitution and By-Laws which may be reviewed, amended and approved by the Board of Directors, and further ratified by a majority vote of all the shareholders with voting rights.

ARTICLE VI

The corporation's fiscal and financial year shall coincide with the calendar year, starting on January 1 and ending on December 31 of the same year.

ARTICLE VII

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII

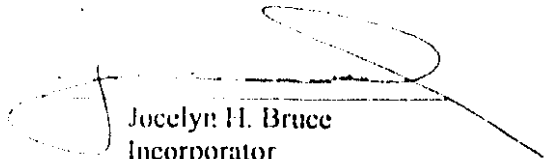
The preemptive rights of shareholders to acquire additional shares of capital stock of the corporation are as follows: each shareholder shall be entitled as a matter of right to subscribe for, purchase or otherwise acquire any additional shares of the specific class of stock of the corporation held by the respective shareholder including, but not limited to, shares which are authorized herein but issued on or hereafter the date of incorporation, shares of which are subsequently authorized and issued, and shares which are acquired and reissued by the corporation.

ARTICLE IX

The corporation shall have eight (8) Directors of the Board. The number of Directors may either be increased or decreased from time to time by the Bylaws but in no event shall be less than six (6). The names and addresses of the subscribers of these Articles of Incorporation, who shall comprise the initial Board of Directors, are:

Jocelyn H. Bruce	10357 SW 122 Avenue, Miami, FL 33186
Christine Gregorios	10357 SW 122 Avenue, Miami, FL 33186
Jose F. Grajo	10357 SW 122 Avenue, Miami, FL 33186
Ofelia P. Grajo	10357 SW 122 Avenue, Miami, FL 33186
Anicetas Nanowsky	16300 SW 101 Avenue, Miami, FL 33157
Teresita E. Kenyon	11311 SW 132 Avenue, Miami, FL 33186
Fatima Baker	14821 SW 112 Street, Miami, FL 33196
Paul Snyder	9301 SW 92nd Avenue #C-118, Miami, FL 33176

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for HEALER, Inc. on this 2nd day of August, 1995.



Jocelyn H. Bruce
Incorporator

10357 SW 122 Ave.
Miami, FL 33186

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared, Jocelyn H. Bruce, to me known, to be the person described above as incorporator, and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that she subscribed the same.

WITNESS, by my hand and seal, in the County of Dade, State of Florida, on this 2nd day of August, 1995.


NOTARY PUBLIC, at large
State of Florida
My Commission Expires:



TINA BROGAN
COMMISSION # CC 344485
EXPIRES JAN 26, 1998
Atlantic Bonding Co., Inc.
800-732-2245

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

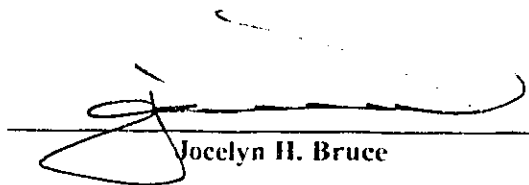
**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/
REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is: **HEALER, Inc.**

2. The name and address of the registered agent and office is:

**Jocelyn H. Bruce
10357 SW 122 Avenue
Miami, FL 33186**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Jocelyn H. Bruce

Date: August 2, 1995

ALLAHASSEE, FLORIDA

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HEALER, Inc.

Health Enhancement And Life Enrichment Resource

10357 S.W. 122 Avenue, Miami, FL 33186

Tel. (305) 275-8656

Fax (305) 275-8667

P95000060746

September 23, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300001958083
-09/26/96--01069--004
*****43.75 *****43.75

Dear Sir/Madam:

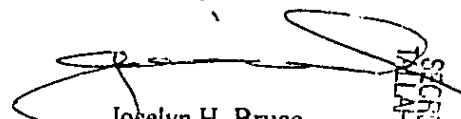
On behalf of the corporation, I am herewith submitting and filing a copy of the ARTICLES OF AMENDMENT to the Articles of Incorporation of HEALER, Inc. (Registration # P9500060746). Also enclosed is a check for \$43.75 to cover the filing fee (\$35) and the certificate of status (\$8.75).

I hereby certify that I am still the Registered Agent and President of HEALER, Inc.

Please call me at (305) 271-3897 or (305) 275-8656 if you need any additional information or if we need to fulfill any other requirement in order to facilitate the filing of the AMENDMENT.

Thank you for your attention to this matter.

Sincerely,


Jocelyn H. Bruce
Registered Agent and President
HEALER, Inc.

SECRET
DIVISION OF STATE
TALLAHASSEE, FLORIDA
56 DEC 13 PM 1:41

APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 2, 1996

HEALER, INC.
10357 S.W. 122 AVENUE
MIAMI, FL 33186

SUBJECT: HEALER, INC.
Ref. Number: P95000060746

We have received your document for HEALER, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

By-laws are not filed with this office. Therefore, amended by-laws are not filed. You may amend the Articles of Incorporation, but the two can not be combined.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 796A00045117

Carol Mustain
10/12/96



HEALER, Inc.

Health Enhancement And Life Enrichment Resource

10357 S.W. 122 Avenue, Miami, FL 33186

Tel. (305) 275-8656

Fax (305) 275-8667

Dec 2, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

On behalf of the corporation, I am herewith submitting and filing a REVISED copy of the ARTICLES OF AMENDMENT to the Articles of Incorporation of HEALER, Inc. (Registration # P9500060746). Payment for the Amendment has been received by your office (Letter #796A0045117 and Letter # 596A00044617).

I hereby certify that I am still the Registered Agent and President of HEALER, Inc.

Please call me at (305) 271-3897 or (305) 275-8656 if you need any additional information or if we need to fulfill any other requirement in order to facilitate the filing of the AMENDMENT.

Thank you for your attention to this matter.

Sincerely,

Jocelyn H. Bruce
Registered Agent and President
HEALER, Inc.

HEALER, Inc.
Health Enhancement And Life Enrichment Resource

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation hereby adopts the following articles of amendment to its articles of incorporation.

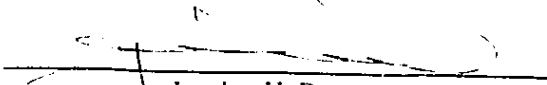
ARTICLE IV (AMENDED)

The aggregate number of shares of stocks which the corporation shall have authority to issue is 2,000,000 shares of common stock with voting rights, and with no par value.

These Amendment to the Articles of Incorporation was approved on the 5th day of January, 1996, by a majority vote of the stockholders and Board of Directors. The number of votes cast for the Amendment was sufficient for approval.

APPROVED
AND
FILED
26 DEC 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Submitted and Signed this 4th day of December, 1996


Jocelyn H. Bruce
Registered Agent and President, HEALER Inc.

P95000060746

TSKZSA97 FLORIDA DIVISION OF CORPORATIONS
6:02 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H97000000684 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

ACCT#: 072720000101

FAX #:

NAME: HEALER, INC. AUDIT NUMBER.....H97000000684 DOC TYPE.....BASIC
AMENDMENT CERT. OF STATUS..0 PAGES..... 1 CERT. COPIES.....0
DEL.METHOD.. FAX EST.CHARGE.. \$35.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT
AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES
OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

SH 5/29
NC

FILED
97 MAY 28 AM 8:34
TALLAHASSEE, FLORIDA

H97000008684

FILED
97 MAY 28 AM 8:34
TALLAHASSEE, FLORIDA


AMENDMENT TO
The ARTICLES OF INCORPORATION
OF
HEALER, Inc.

1. The name of the Corporation is HEALER, Inc.
2. Article one (I) of the articles of incorporation of HEALER, Inc. is hereby amended to change the name of the Corporation to:


C M N, Inc.

3. This Amendment was unanimously approved and adopted by all the directors and shareholders of the Corporation present during a special meeting set for that purpose, held on the 18th day of May, 1997, pursuant to Section 607. 187 (2), Florida Statutes. The number of votes cast for the Amendment was sufficient for approval.

Submitted and Signed on this 18th day of May, 1997.


John Gaudiosi
President

Attested to by:


Jocelyn H. Bruce
Secretary / Director

John Gaudiosi
P.O. Box 5369
Pompano Beach, FL 33074
Tel (954) 481-9880
Fax (954) 481-8838
Florida Bar # 162010

H97000008684