

SUZANNE R. ZEIF

P96000009640

January 25, 1996

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

100001700111
-01/29/96--01040--012
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find a check for \$70.00 to cover the registration fee for this new corporation. Two copies have been enclosed, please have one copy stamped and returned by mail.

The corporate name has been reserved by me under document number R96000000210.

Thank you for your constant cooperation.

Sincerely yours,


Suzanne R. Zeif
Enclosure

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DIVISION OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 17, 1996

SUZANNE R. ZEIF
4188 N.W. 92ND TERRACE
CORAL SPRINGS, FL 33065

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TALLAHASSEE, FLORIDA

The name THE HEALING PLACE, INC. has been reserved for 120 days beginning January 17, 1996. The reservation number is R96000000210 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 396A00002126

ARTICLES OF INCORPORATION
OF
THE HEALING PLACE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: The Healing Place, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having no par value.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 1051 Hillsboro Mile, Hillboro Beach, FL 33062

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

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ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself/herself or any firm, association or corporation in which s/he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that s/he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of two directors. The initial Board of Directors shall consist of:

Anthony Pipitone, Jr.
Suzanne R. Zeif

ARTICLE IX - INCORPORATOR

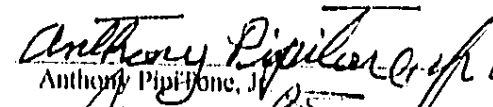
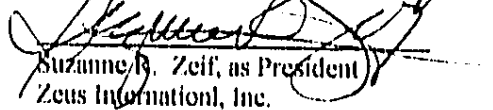
The names and addresses of the incorporators are:

Anthony Pipitone, Jr.
1051 Hillsboro Mile
Hillsboro Beach, FL 33062

Zeus International, Inc
d/b/a Health Dimensions
P.O. Box 8274
Coral Springs, FL 33075

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and seal on this 24th day of January, 1996.

Incorporator:


Anthony Pipitone, Jr.

Suzanne B. Zeif, as President
Zeus Informationl, Inc.

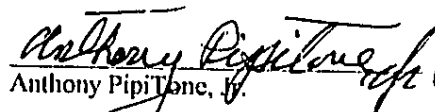
DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. The Healing Place, Inc. a corporation organizing under the laws of the State of Florida, with its principal office located at 1051 Hillsboro Mile, Hillsboro Beach, FL, 33062 has named, Anthony Pipitone, Jr. as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Anthony Pipitone, Jr.

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