

P96000029968

Richard H. Siegel
 Requestor's Name
 1504 South Surf Rd. #117
 Address
 Hollywood FL 33019
 City/State/Zip Phone #

500001751085
 -03/20/96--01071--019
 ****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Dr. Siegel's Stop Smoking System
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED
 06 APR -5 PM 1:16
 TALLAHASSEE, FLORIDA
 STATE

W96-6487
 505

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1996

RICHARD H. SIEGEL
1504 SOUTH SURF ROAD #7
HOLLYWOOD, FL 33019

SUBJECT: DR. SIEGEL'S STOP SMOKING SYSTEM
Ref. Number: W96000006487

We have received your document for DR. SIEGEL'S STOP SMOKING SYSTEM and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 796A00013774

**ARTICLES OF INCORPORATION
OF
DR. SIEGEL'S STOP SMOKING SYSTEM , Inc .**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be

DR. SIEGEL'S STOP SMOKING SYSTEM , INC.

ARTICLE II DURATION

The period of its duration is perpetual.

ARTICLE III PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States, the State of Florida, and any state or countries, including, but not limited to the sale of smoking cessation products.

ARTICLE IV CAPITAL STOCK

The corporation is authorized to issue one million (1,000,000) shares of authorized stock at one dollar (\$1.00) par value.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

Registered Agent

Initial Office Address

Richard H. Siegel

1504 South Surf Road #7
Hollywood, Florida 33019

ARTICLE VI INITIAL BOARD OF DIRECTORS

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

The name and address of the initial director(s) of this corporation is:

Richard H. Siegel
1504 South Surf Road #7
Hollywood, Florida 33019

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATORS

The name and address of the incorporator(s) is:

Richard H. Siegel
1504 South Surf Road #7
Hollywood, Florida 33019

ARTICLE VIII BY-LAW AMENDMENT

The power to adopt, alter, amend, or appeal the by-laws of this corporation shall be vested in the Board of Directors or the shareholders.

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X 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 has been authorized at a meeting of the Board of Directors.

ARTICLE XI AMENDMENT OF ARTICLES

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

ARTICLE XII DIRECTOR'S AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation, or by-laws. (FS 607.111).

ARTICLE XIII PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of the shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIV MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone calls as provided by law, but (regular) meetings of the Board of Directors must be attended in fact by each director.

ARTICLE XV PRINCIPLE PLACE OF BUSINESS

The corporations principle place of business is:

1504 South Surf Road #7
Hollywood, Florida 33019

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of March 1996.



RICHARD H. SIEGEL

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

96 APR -5 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 in designating the registered office/registered agent, in the state of Florida.

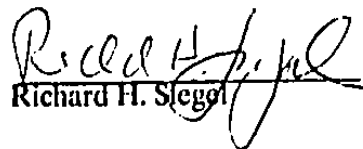
1. The name of the corporation is:

DR. SIEGEL'S STOP SMOKING SYSTEM, Inc.

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

Richard H. Siegel
1504 South Surf Road #7
Hollywood, Florida 33019

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 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.


Richard H. Siegel

DATE: March 15, 1996