

P96000060082

Thomas C. Santoro

Attorney at Law

CTA

1700 Wells Road, Suite 6 • Orange Park, Florida 32073
Telephone (904) 278-0713 Facsimile (904) 278-0768

July 9, 1996

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-07/16/96-01005-007
*****70.00 *****70.00

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: 21st Century Wellness Centers, Inc.

Dear Sir/Madame:

Please find the enclosed for filing the following:

1. Articles of Incorporation
2. Certificate of Designation of Registered Agent.

I have also enclosed my check in the amount of \$70.00 to cover your filing fee for same. Please file stamp the additional copy that I have enclosed and then return same, along with your filing information letter, in the enclosed self-addressed stamped envelope.

Should you have any questions or need anything additional, please give me a call.

Very truly yours,

THOMAS C. SANTORO

TCS/mcb
enc.

96 JUL 16 PM 12:59
RECEIVED
FLORIDA SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF

FILED

96 JUL 16 PM/2:59

21ST CENTURY WELLNESS CENTERS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: 21ST CENTURY WELLNESS CENTERS, INC.

The address of the principal office of this corporation shall be 3627 Jim's Court, Green Cove Springs, Florida 32043, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1700 Wells Road, Suite 5, Orange Park, Florida 32073, and the name of the initial registered agent of the corporation at that address is Thomas C. Santoro, Attorney at Law.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to

any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Chief Executive Officer: James Vance Bartlett, Ph.D.
3627 Jim's Court
Green Cove Springs, FL 32043

Executive Vice President: Jerry Cleveland Vaughn
216 Wesley Road
Green Cove Springs, FL 32043

Executive Vice President: Thomas Allen McCarty, M.S.M.
2127 Foxwood Drive
Orange Park, FL 32073

Secretary/Treasurer: Margaret Elizabeth Vaughn
216 Wesley Road
Green Cove Springs, FL 32043

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 Wells Road, Suite 5
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned THOMAS C. SANTORO, ATTORNEY AT LAW, has hereunto set his hand and seal on July 3, 1996.



THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904)278-8713

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
21ST CENTURY WELLNESS CENTERS, INC.

THOMAS C. SANTORO, ATTORNEY AT LAW, as sole incorporator, for
value received, hereby assigns any and all rights it may have as
such incorporator to the following:

James Vance Bartlett, Ph.D.

Jerry Cleveland Vaughn

Thomas Allen McCarty, M.S.M.

Margaret Elizabeth Vaughn

Dated: July 3, 1996



THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904)278-8713

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96 JUL 16 PM/2:59

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: 21ST CENTURY WELLNESS CENTERS, INC.

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

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 WELLS ROAD, SUITE 5
ORANGE PARK, FLORIDA 32073
(904)278-8713

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.

Dated this 9th day of July, 1996.



THOMAS C. SANTORO, ESQUIRE

PQL 0000060082

Thomas C. Santoro

Attorney at Law

1700 Wulla Road, Suite 5 • Orange Park, Florida 32073
Telephone (904) 278-8713 Facsimile (904) 278-8700

August 28, 1996

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09/30/96--01057--011
*****35.00 *****35.00

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: 21st CENTURY WELLNESS CENTERS, INC.

Dear Sir/Madame:

Please find the enclosed for filing the following:

1. Articles of Amendment to Articles of Incorporation

I have also enclosed my check in the amount of \$35.00 to cover your filing fee for same. Please file stamp the additional copy that I have enclosed and return same in the enclosed self-addressed stamped envelope.

Should you have any questions or need anything additional, please give me a call.

Very truly yours,

THOMAS C. SANTORO

SH 9/4

TCS/mcb
enc.

96 AUG 30 PM12:41
DIVISION OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

21st CENTURY WELLNESS CENTERS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following article of amendment to Article VII. of the Articles of Incorporation of 21st CENTURY WELLNESS CENTERS, INC., which shall be amended and shall instead read as follows:

ARTICLE VII. SPECIAL PROVISION

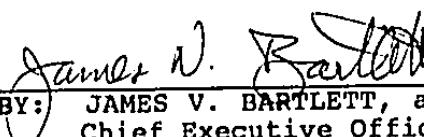
This corporation shall be organized as a Subchapter C corporation and shall take all actions necessary to obtain and maintain its status as an C corporation as defined therein.

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

This amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

The foregoing amendment was adopted on the 22nd day of August, 1996.

21st CENTURY WELLNESS CENTERS, INC.


BY: JAMES V. BARTLETT, as Director and
Chief Executive Officer

1 P96000060082

Thomas C. Santoro

Attorney at Law



1700 Wells Road, Suite 5 • Orange Park, Florida 32073
Telephone (904) 278-8713 Facsimile (904) 278-8788

FILED
MAR-3 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 27, 1997

8000002102668--9
-03/03/97--01107--003
*****35.00 *****35.00

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

RE: 21st Century Wellness Centers, Inc.

Dear Sir:

Please find enclosed for filing, the Articles of Dissolution Pursuant to Section 607.1403 of the Florida Business Corporation Act, with regard to above referenced incorporation. I have included an extra copy which I would ask that you please file stamp and return in the enclosed self-addressed stamped envelope. My trust account check in the amount of \$35.00 to cover your fee for same is also enclosed.

Should you have any questions or need anything additional, please give me a call.

Very truly yours,

THOMAS C. SANTORO

TCS/mcb
enc.

10/10/97

VS MAR - 6 1997

ARTICLES OF DISSOLUTION PURSUANT TO SECTION
607.1403 OF THE FLORIDA BUSINESS CORPORATION
ACT OF 21ST CENTURY WELLNESS CENTERS, INC.

FILED

97 MAR-3 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO: DEPARTMENT OF STATE
TALLAHASSEE, FL 32314

DATE PAID: _____
FILING FEE: _____

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation are as follows:

1. The name of the corporation is 21ST CENTURY WELLNESS CENTERS, INC.

2. The names and respective addresses of the officers of the corporation are as follows:

Office	Name and Address
Chief Executive Officer:	James Vance Bartlett, Ph.D. 3627 Jim's Court Green Cove Springs, FL 32043
Executive Vice President:	Jerry Cleveland Vaughn 216 Wesley Road Green Cove Springs, FL 32043
Executive Vice President:	Thomas Allen McCarty, M.S.M. 2127 Foxwood Drive Orange Park, FL 32073
Secretary/Treasurer:	Margaret Elizabeth Vaughn 216 Wesley Road Green Cove Springs, FL 32043

3. The names and respective addresses of the directors of the corporation are as follows:

Name	Address
James Vance Bartlett, Ph.D.	3627 Jim's Court Green Cove Springs, FL 32043
Jerry Cleveland Vaughn	216 Wesley Road Green Cove Springs, FL 32043
Thomas Allen McCarty, M.S.M.	

2127 Foxwood Drive
Orange Park, FL 32073

Margaret Elizabeth Vaughn

216 Wesley Road
Green Cove Springs, FL 32043

4. Dissolution was authorized on February 11, 1997.

5. The number of votes cast for dissolution was sufficient for approval.

6. All liabilities and obligations of the corporation have been paid or discharged.

7. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its shareholders in accordance with their respective rights and interest.

8. There are no actions pending against the corporation in any court.

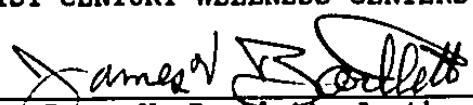
9. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been unanimously duly adopted by all of the shareholders on February 11, 1997, as evidenced by these Articles of Dissolution being fully executed by all directors and officers of the corporation.

DATED: 2/11/97.

21ST CENTURY WELLNESS CENTERS, INC.

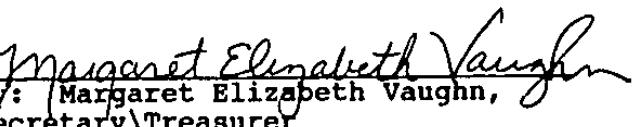
Corporate Seal

Attest: _____


By: James V. Bartlett, As the Chief
Executive Officer of the Board of
Directors


By: Jerry Cleveland Vaughn, Exec.
Vice President


By: Thomas Allen McCarty, Exec.
Vice President


By: Margaret Elizabeth Vaughn,
Secretary\Treasurer