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STORCH & BRENNER
1001 CONNECTICUT AVENUE, N. W.
WASHINGTON, D. C. 20006
(202) 452-0000
TELESCOPIER (202) 452-0000

July 25, 1996

VIA FEDERAL EXPRESS

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*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

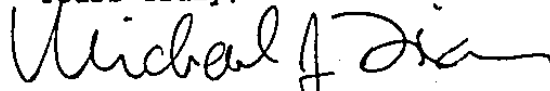
- RE: 1.) Complete Wellness Medical Center of Paula Drive,
Dunedin, Inc.
2.) Complete Wellness Medical Center of Stickney Point
Road, Sarasota, Inc.
3.) Complete Wellness Medical Center of 4th Street, St.
Petersburg, Inc.

Ladies and Gentlemen:

Enclosed for filing please find an original and one copy of
executed Articles of Incorporation for each of the three above-
captioned corporations, together with three checks in the amount of
\$70.00 each in payment of the applicable filing fee for each
corporation.

I understand that confirmation letters and a stamped copy of
the Articles of Incorporation for each corporation will be sent to
me in due course.

Yours truly,


Michael J. Dixon

Enclosures

FILED
96 JUL 26 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7.30.96
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ARTICLES OF INCORPORATION

OF

COMPLETE WELLNESS MEDICAL CENTER OF
PAULA DRIVE, DUNEDIN, INC.

FILED
96 JUL 26 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, states as follows:

FIRST: The name of the corporation (hereinafter called the Corporation) is COMPLETE WELLNESS MEDICAL CENTER OF PAULA DRIVE, DUNEDIN, INC.

SECOND: The purposes for which the Corporation is formed are to engage in any business activities or functions which may lawfully be engaged in by a corporation organized under the laws of the State of Florida.

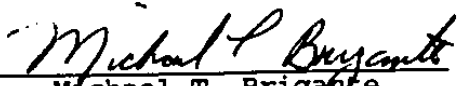
THIRD: The street address and the mailing address of the initial principal office of the Corporation is 507 South Paula Drive, Dunedin, Florida 34698.

FOURTH: The address of the Corporation's initial registered office and the name of its registered agent at that office is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

FIFTH: The total number of shares of all classes of stock which the Corporation has authority to issue is five thousand (5,000), all of which shall be common stock with a par value of one cent (\$.01) per share.

SIXTH: The name and street address of the incorporator are Michael T. Brigante, 725 Independence Avenue, S.E., Washington, D.C. 20003.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 24th day of July, 1996.


Michael T. Brigante
Incorporator

ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF
COMPLETE WELLNESS MEDICAL CENTER OF
PAULA DRIVE, DUNEDIN, INC.

Having been named as registered agent for the above-stated corporation in its Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned is familiar with and accepts the obligations of its position as registered agent, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent.

Dated: July 24th, 1996

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

By: 

Authorized Signatory

Kevin J. Gallagher
Asst. Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA