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Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

August 2, 1996


FILED
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TALLAHASSEE, FL 32399

PHOENIX "FOR YOUR HEALTH," INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50 for the filing fee and the certified copy.

Please send any correspondence regarding the filing of this corporation or the corporation name to:

Clarence E. Gaston
618 Washburn Rd.
Melbourne, FL 32934
(407) 242-2554


Clarence E. Gaston

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ARTICLES OF INCORPORATION
OF
PHOENIX "FOR YOUR HEALTH," INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation , liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be: PHOENIX "FOR YOUR HEALTH," INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:
Retail Sales.

To borrow or raise money for any of the purposes of the Corporation, in such amounts as the Board of Directors may from time to time determine, to issue bonds, debentures, notes or other obligations of any nature, and in any amount for monies so borrowed without limit as to amount, and if and to the extent determined, to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights either at the time owned or thereafter acquired or in any other amount.

To acquire all or part of the good will, rights, property and business of any person, firm, association or corporation heretofore engaged in any business which the Corporation has the power to conduct, to pay for the same on cash or stock or bonds of the Corporation or otherwise to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired.

To adopt, apply for, obtain, register, purchase, lease, take assignments or licenses of or otherwise to acquire, or obtain the use of, and to hold, protect, own, use, develop, introduce, advertise, and exploit, and to sell, assign, lease, grant licenses or other rights in respect to, make contracts concerning or otherwise deal with, dispose of or turn to account any copyrights, trademarks, trade names, brands, labels, patent rights, letter patent and patent applications of the United States of America or of any other country government or authority and any inventions, improvements, processes, formulas, mechanical and other combinations, licenses and privileges.

To purchase or acquire by gift, devise, bequest, or otherwise, and to hold, own, use, lease, mortgage, pledge, sell convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right of interest therein, without limit as to amount, within or without the State of Florida.

To enter into, make and perform contracts of every sort and description, which may seem necessary or convenient to the carrying on of the business of the Corporation, with any person, firm, association, corporation, municipality, body politic, county, state of government or colony or dependency or agency thereof.

To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the protection and benefit of the

Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the Corporation is organized.

In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporation formed thereunder and to do any or all of the things herein before set forth as principal, agent, or otherwise, either alone or in conjunction with others, and in any part of the world.

The objects and purposes specified in the foregoing clauses of the Article II shall, except where otherwise expressed in this Article, be in no way limited or restricted by reference to, or inference from, the terms or any other clause of this or any other Articles of the Articles of Incorporation, but shall be constructed as powers as well as objects and purposes.

ARTICLE III

STOCK

The authorized Capital stock of this Corporation shall consist of 100 shares of common stock, par value \$1.00 per share.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

ADDRESS

The address of the principal office of the Corporation shall be: 618 Washburn Rd., Melbourne, Florida 32934.

ARTICLE VI
NUMBER OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors consisting on not less than two nor more than nine persons.

ARTICLE VII
INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors, who shall hold office until the annual meeting of the stockholders to be held in the year 1997, or until their successors are elected or appointed and have qualified are as follows:

NAME	ADDRESS
Clarence E. Gaston	348 Peck St. Melbourne, Florida 32901
Kathy P. Lacina	618 Washburn Rd. Melbourne, Florida 32934

ARTICLE VIII
INCORPORATORS

NAME	ADDRESS
Clarence E. Gaston	348 Peck St. Melbourne, Florida 32901
Kathy P. Lacina	618 Wahburn Rd. Melbourne, Florida 32934

ARTICLE IX

REGISTERED AGENT

The name and address of the Registered agent is as follows:

NAME	ADDRESS
Clarence B. Gaston	348 Peck St. Melbourne, Florida 32901

ARTICLE X

SPECIAL PROVISIONS

(A) No holder of stock of the Corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any stock of the Corporation of any class whether or not now authorized, or to purchase any bonds, debentures, certificates of indebtedness, notes, obligations, or other securities, which the Corporation may at any time issue, whether or not the same shall be convertible into stock of the Corporation of any class or shall entitle the owner or holder to purchase stock of the Corporation of any class.

(B) In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized;

To make, amend and alter the by-laws of this Corporation; to fix the amount to be reserved as working capital and liens upon the real property and personal property of the Corporation;

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation other than the stock book, or any of them, shall be open to inspection at the stockholders; and no stockholder shall have the right of inspecting any account book or document of this corporation, except as conferred by statute unless

authorized by resolution of the stockholders or directors.

(C) Pursuant to the affirmative vote of stockholders of record, holding stock in the Corporation entitling them to exercise at least a majority of the voting power, given at a stockholder's meeting duly called for the purpose, or when authorized by the written consent of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange any, or all of the property or assets essential to the business of the Corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interest of the Corporation.

(D) This corporation may in its by laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon by the statutes.

(E) No contract or other transaction between the Corporation and any other corporation, 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, or a Director or officer, or are Directors or officers of any other corporation, and any Director or Directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability which might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association of corporation in which he may be in anyway interested. Any Director of the Corporation may vote

upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

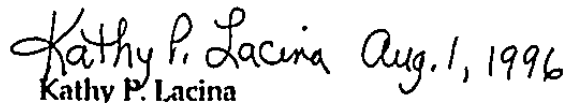
(F) Holders of shares of stock of this Corporation may include in agreements among themselves, limitations upon the transfer or assignment of the shares of stock of this Corporation, and this Corporation may become a party to said agreements.

(G) Both Stockholders and Directors shall have power, if the by-laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of the Corporation outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

(H) This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein granted are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, being each of the original subscribers herein before named, hereunto set our hands and seals this day of


Clarence E. Gaston


Kathy P. Lacina

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER 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: PHOENIX "FOR YOUR HEALTH," INC.
2. The name and address of the registered agent and office is:

Clarence E. Gaston
348 Peck St.
Melbourne, Florida 32901

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.


Clarence E. Gaston

Date

Aug. 1, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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