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TO DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: HILL, WARD & HENDERSON, P.A. CONTACT: HARBARA A MURPHY

ACCT#: 072317001716

PHONE: (613)221-3900

TAX #: (813)221-2900

NAME: B.M.P. MEDICAL, INC.

AUDIT NUMBER..... N96000012339

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...O

PAGES..... 3 DEL.METHOD.. FAX

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ARTICLES OF INCORPORATION OF B.N.P. MEDICAL, INC.



I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: B,N,P, MEDICAL, INC.

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be: 2480 Scherer Drive, Suite 430, St. Petersburg, Florida 33716.

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purnoses

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Prepared by: S. Katherine Frazier, Eaquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 962457

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ARTICLE V

Capital Stock

- (a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.
- (b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suits 3700 Ramett Plaza, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is S. KATHERINE FRAZIER. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

Name

Address

S. Katherine Frazier

101 East Kennedy Boulevard Suite 3700 - Barnett Plaza Tampa, Florida 33602 (((196000012339)))

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, after, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

S. Katherine Frazier

REGISTERED AGENT CERTIFICATE

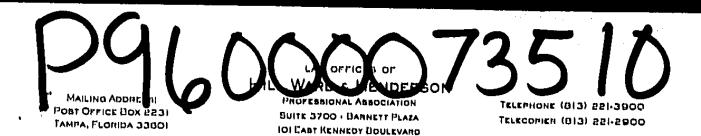
Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature

S. KATHERINE FRAZIER

Date:

September 4,1996



September 13, 1996

TAMPA, FLORIDA 33602

DIVISION OF CORPORATIONS Florida Department of State P. O. Box 6327 Tallahassee Florida 32314

Re: B.N.P. MEDICAL, INC.

Our File Number: 5586-001

Dear Sir or Madam:

As incorporator of the above referenced corporation, I hereby request that the business address of the corporation be changed to:

10460 Roosevelt Boulevard Box 209 St. Petersburg, Florida 33716

Thank you.

Sincerely,

HILL, WARD & HENDERSON, P.A.

S. Katherine Frazier

SKF/bm

cc: Ben Coleman

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TOI DIVISION OF CORPORATIONS

FAX #: (904)922-4000

PROM: HILL, WARD & HENDERSON, P.A.

ACCT#: 072317001716

CONTACT: BARBARA A MURPHY PHONE: (813)221-3900

FAX #: (813)221-2900

HAME: B.M.P. HEDICAL, INC. AUDIT NUMBER..... H9700004408 DOC TYPE.....EASIC AMENDMENT

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF B.N.P. MEDICAL, INC.

WHEREAS, the Articles of Incorporation of B.N.P. MEDICAL, INC. (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 4th day of September, 1996:

WHEREAS, it is the intention of the sole director and the sole stockholder of the Corporation that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was approved by unanimous consent of all the directors and all the stockholders of the Corporation pursuant to the provisions of Section 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation dated as of the Articles of February, 1997;

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following:

"Article I

Name

The name of this corporation is: WELLNESS ENCOUNTERS, INC."

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation is hereby executed on behalf of the Corporation by its President this 28 day of February, 1997.

B.N.P. MEDICAL, INC.

Prepared by: S. Katherine Frazier, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 962457

FILED

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SECRETARY OF STATE
ANTAHASSEE, FLORID