

P 96 0000 87064

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October 18, 1996

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Florida Department of State
P.O. Box 500
Tallahassee, FL 32314

RE: BIOENERGETICS CONSULTING GROUP, INC.

Enclosed please find original Articles of Incorporation for the above captioned. Also find my client's check in the amount of \$122.50 payable to the Secretary of State.

Please file accordingly.

Sincerely,

WILLIAM L. JENNINGS

William L. Jennings/lpw

William L. Jennings

WLJ/lpw
Enclosures

SIGNED IN MR. JENNINGS
ABSENCE TO AVOID
DELAY IN MAILING

FILED
96 OCT 21 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER OCT 22 1996

ARTICLES OF INCORPORATION
OF
BIOENERGETICS CONSULTING GROUP, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: **BIOENERGETICS CONSULTING GROUP, INC.**

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to issue and have outstanding at any one time is 200 shares of common stock, having no par value.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT, INITIAL REGISTERED OFFICE
AND ADDRESS OF CORPORATION

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: **JOHN EMANUELE, 3289 Glenridge Court, Palm Harbor, FL 34685.**

The corporation's principal office and mailing address are: **3289 Glenridge Court, Palm Harbor, FL 34685.**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and street address is: John Emanuele, 3289 Glenridge Court, Palm Harbor, FL 34685

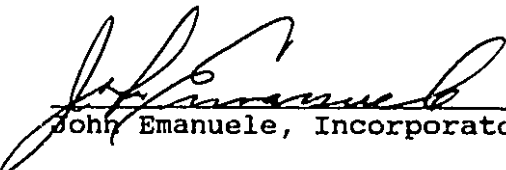
The person named as initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: JOHN EMANUELE, 3289 Glenridge Court, Palm Harbor, FL 34685.

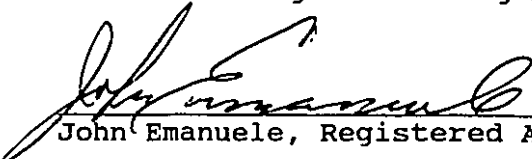
ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.


John Emanuele, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I, JOHN EMANUELE, am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation..


John Emanuele, Registered Agent

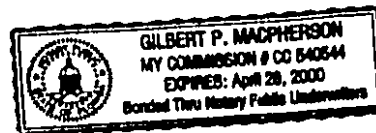
STATE OF FLOR. DA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared JOHN EMANUELE, to me known to be the person described as Incorporator and who

executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 12 day of October, 1996.

My Commission Expires:


NOTARY PUBLIC



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA