

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

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 96 DEC 13 PM 2:33
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL DEC 13 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY APP _____

WALK-IN
 Will Pick Up 1213 300

No. 53266

RE: Complete Wellness
Medical Center of Winter
Park, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
CUS-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

COMPLETE WELLNESS MEDICAL CENTER OF WINTER PARK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Complete Wellness Medical Center of Winter Park, Inc..

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5435 Lake Howell Road
Winter Park, FL 32792

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Sixty (60) shares at no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Barbara Shore, Esq.
1881 University Drive
Suite 206
Coral Springs, FL 33071

ARTICLE V - INCORPORATORS

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

E. Eugene Sharer
725 Independence Avenue
Washington, DC 20003

The undersigned incorporator has executed these Articles of Incorporation this 20th day of November, 1996.


E. Eugene Sharer

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
COMPLETE WELLNESS MEDICAL CENTER OF WINTER PARK, INC.

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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: Complete Wellness Medical Center of Winter Park, Inc.

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

Barbara Shore, Esq.
1881 University Drive
Suite 206
Coral Springs, FL 33071

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.

Barbara Shore, Esq.
Signature

11/25/96
Date