

P97000008477

INTENTION TO FILE
ARTICLES OF INCORPORATION

January 21, 1997

Department of State
Corporate Records/Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

100002066911--4
-01/24/97--01006--013
****122.50 ****122.50

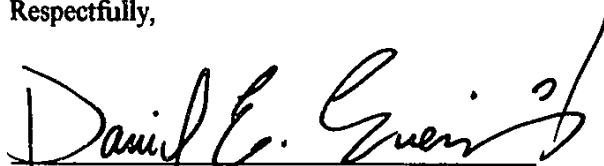
Dear Secretary of State,

Enclosed find one original and a copy of the Articles of Incorporation
of TAMPA BAY WELLNESS CENTER, INC.

Also find enclosed a check made payable to the Secretary of State
in the amount of \$122.50 which includes the statutory filing fee.

Your assistance in establishing the corporation to be know
as TAMPA BAY WELLNESS CENTER, INC. is greatly appreciated.

Respectfully,



David E. Everingham
President

Enclosures

FILED
97 JAN 23 AM 10:06
TALLAHASSEE, FLORIDA

1-29-97

**ARTICLES OF INCORPORATION
OF
TAMPA BAY WELLNESS CENTER, INC.**

97 FILED
JAN 23 11:10:06
SECRET
TALLAHASSEE FLORIDA

ARTICLE I-- NAME

The name of this corporation is TAMPA BAY WELLNESS CENTER, INC.

ARTICLE II-- DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV--CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) Par value common stock which shall be designated as "Common Shares".

ARTICLE V--PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her prorata share thereof(as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI--INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 6406 E. Fowler Ave. Suite C ; Temple Terrace, Fl. 33617 and the name of the initial registered agent of this corporation at that address is David E. Everingham.

ARTICLE VII--INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is David E. Everingham.

DAVID E. EVERINGHAM
TAMPA BAY WELLNESS CENTER, INC.
6406 E. FOWLER AVE. SUITE C
TEMPLE TERRACE, FL. 33617

ARTICLE VIII--INCORPORATORS

The name and address of the Incorporator signing these articles is: David E. Everingham, 6406 E. Fowler Ave. Suite C; Temple Terrace, FL. 33617

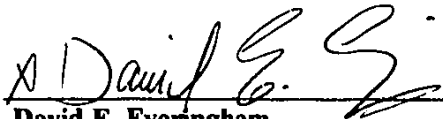
ARTICLE IX--INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X--AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Director, and any right conferred upon the shareholders is subject to this reservation. n

IN WITNESS WHEREOF, the undersigned Incorporation has these Articles of Incorporation on the 21 day of January, 1997.


David E. Everingham
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appears David E. Everingham, known to be and known by me to be the person the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 21st day of January, 1997.


NOTARY PUBLIC, State of Florida



Joanne E. Reetz
MY COMMISSION # CC576847 EXPIRES
August 11, 2000
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
97 JAN 23 AM 10:06
SECRET
TALLAHASSEE FLORIDA

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted.:

FIRST that TAMPA BAY WELLNESS CENTER, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6406 E. Fowler Ave. Suite C, Temple Terrace, FL 33617 has named David E. Everingham whose address is (the same as above) as its agent to accept service process within Florida.

DATED: January 21, 1997.



Joanne E. Rietz
MY COMMISSION # CC575847 EXPIRES
August 11, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

David E. Everingham
David E. Everingham
Director

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper performance of my duties.



Joanne E. Rietz
MY COMMISSION # CC575847 EXPIRES
August 11, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

David E. Everingham
David E. Everingham
Registered Agent

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 21st day of January, 1997.

Joanne E. Rietz
NOTARY PUBLIC, State of Florida



Joanne E. Rietz
MY COMMISSION # CC575847 EXPIRES
August 11, 2000
BONDED THRU TROY FAIR INSURANCE, INC.