

JOHN STEPHEN KOZIOL
3244 N. W. 22 AVENUE
OAKLAND PARK, FL. 33309
TEL: (954) 485-1981

P97000011997

January 30, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

ATTN: New Filings Section

Dear Sir or Madam:

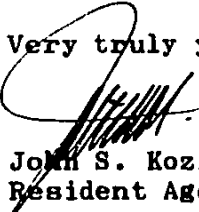
Attached, please find our application for Corporate Certification for the new corporation: GLOBAL HEALTH ALTERNATIVES, INC.

Enclosed is the filing fee of \$35.00 plus \$35.00 Resident Agent Designation plus \$52.50 for the Corporate Certificate for a total of \$122.50 for which my check is attached.

Please return the approved Certificate of Incorporation and the Corporate Certificate to me at the address shown on the top of this letterhead.

Thank you.

Very truly yours,


John S. Koziol
Resident Agent

JSK/np

900002076059--2
-02/03/97--01051--020
****122.50 ****122.50

Smc
2-6-97

FILED
97 FEB -3 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE OF INCORPORATION

97 FEB -3 AM 9:14

GLOBAL HEALTH ALTERNATIVES, INC.
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under the laws of the State of Florida, do hereby make, subscribe and acknowledge to the following Certificate of Incorporation.

I.

The name of the Corporation shall be:

GLOBAL HEALTH ALTERNATIVES, INC..

II.

- (a) The Corporation shall exercise and enjoy all of the rights, powers and privileges incident to the Corporation for profit, organized and existing under and by virtue of the laws and Constitution of the State of Florida.
- (b) The Corporation shall be entitled to purchase, hold, possess, manage, lease, rent, sell and convey real and personal property of every kind necessary and proper for the business of the Corporation.

III.

The authorized capital stock of the Corporation shall consist of 100 shares of ten cent par value. All stock, when issued shall be fully paid and non-assessable. The entire capital stock or any portion thereof may be paid for in cash, property, labor or services, for a consideration having a value, in the judgement of The Board of Directors of the Corporation, at least equivalent to the full value of the stock so to be issued.

IV.

The Corporation will have perpetual existence.

V.

The principal office of the Corporation will be:

7901 S.W. 36th Street
Suite 100
Davie, FL. 33328

VI.

1. The Board of Directors shall consist of not less than two persons.
2. The names and addresses of the Board of Directors who shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are:

Robert T. Heusinkveld
Chairman

5508 Cavendish Court
Plano, TX. 75093

Martin B. Smith
Director

3800 Galt Ocean Mile
Apt. 905
Ft. Lauderdale, FL. 33308

Gregor R.H. Gregory
Director

8606 S.W. 3rd Street
Apt. 105
Pembroke Pines, FL. 33025

Luis Tunon Jr.
Director

15210 S.W. 154 Terrace
Miami, FL. 33187

VII.

The name and address of the subscriber of this Certificate of Incorporation, the statement of the number of shares he agrees to take is:

John S. Koziol

3244 N.W. 22 Ave. Oakland Park, FL. 33309 - 1 Share.

The names and Post Office addresses of the officers who are to hold office for the first year of the Corporation's existence or until their successors are elected and qualified are:

Robert T. Heusinkveld
Chairman and Chief Exeo. Officer

5508 Cavendish Court
Plano, TX. 75093

Gregor R.H. Gregory
President

8606 S.W. 3rd Street
Apt. 105
Pembroke Pines, FL. 33025

Martin B. Smith
Secretary/Treasurer

3800 Galt Ocean Mile
Apt. 905
Ft. Lauderdale, FL 33308

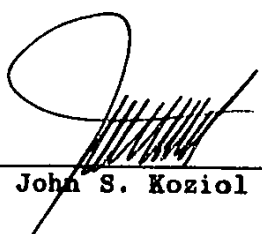
Luis Tunon Jr.
Vice President

15210 S.W. 154 Terrace
Miami, FL. 33187

THAT the undersigned, desiring to organize under the laws of the State of Florida with its principal office and place of business as indicated herein at: 7901 S.W. 36 Street
Suite 100
Davie, FL. 33328

has designated John S. Koziol, whose address is 3244 N.W. 22 Ave. Oakland Park, Broward County, Florida 33309, as its agent to accept Service of Process within this State.

WITNESS the hand and seal of said Incorporator this 30th day of January 1997.



John S. Koziol

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

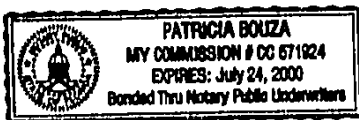
BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements in State and County, on this day personally appeared JOHN S. KOZIOL, to me well known to be the person who executed the foregoing Certificate of Incorporation, and he acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and seal this 30th day of January, 1997.



NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



FILED

97 FEB -3 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF RESIDENT AGENT

The undersigned hereby acknowledges being designated as Resident
Agent for:

GLOBAL HEALTH ALTERNATIVES, INC.

and accepts said appointment.



JOHN S. KOZIOL
3244 N.W. 22 AVE.
OAKLAND PARK, FL. 33309
TEL: (954) 485-1981

DATED: 01-30-97