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**TRANSMITTAL LETTER
FILING ARTICLES OF INCORPORATION**

31 January 1997

Florida Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

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****122.50 ****122.50

Dear Sir/Madam:

Please find enclosed an original and two copies of Articles of Incorporation (which includes designation and acceptance of registered agent for service of process and the corporation's physical address) for filing.

Also enclosed is a check in the amount of \$122.50 to cover the filing fees and other costs associated with this request.

Please return one or more of the certified copies of the Articles of Incorporation to:

North American Financial & Tax Services
29656 U.S. Highway 19 North
Tropicana Industrial Park Suite #200
Clearwater, Florida 34621

as soon as possible.

Thank you for your assistance in this matter.

Sincerely,



Harold H. Hammer, Jr., General Agent
29656 U.S. Highway 19 North
Tropicana Industrial Park Suite #200
Clearwater, Florida 34621
PHONE: (813) 781-5000
FAX: (813) 781-6900

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-10-97

ARTICLES OF INCORPORATION
OF
NATUROPATHIC HEALTH CLINICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is:

NATUROPATHIC HEALTH CLINICS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is for the providing of natural health counseling, massage, accupressure, colon therapy and operation of related administrative and service facilities, as may be required, as well as for the transaction of any or all lawful business activities, for which an entity may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of the common stock of the Corporation, having a par value of (\$0.01) U.S. Dollars, each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$30,000.00 consisting of money, labor done or tangible, intangible, or intellectual property actually received.

ARTICLE SIX

The street address of the initial PRINCIPAL CORPORATE OFFICE is:

13498 B Walsingham Road
Largo, Florida 33774

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SECRET
TALLAHASSEE, FLORIDA

The street address of its initial REGISTERED AGENT is:

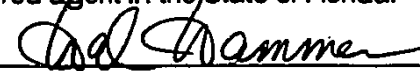
North American Financial & Tax Services
29656 U. S. Highway 19 North
Suite #200
Clearwater, Florida 34621

and the name of its initial registered agent at such an address is:

Hal Hammer

The named registered agent, Hal Hammer, hereby acknowledges that he accepts the appointment as registered agent of NATUROPATHIC HEALTH CLINICS, INC., and will discharge the duties required of a registered agent in the State of Florida.

(Signed)



ARTICLE SEVEN

The number of directors constituting the initial board of directors is Three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name and Mailing address

Paul Behm
13723 Dominica Drive
Seminole, Florida 33776

Ingrid Bastian
13920 89th Avenue North
Largo, Florida 33776

John C. Moore
13498 B Walsingham Road
Largo, Florida 33774

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE
Name and Mailing address

Paul Behm
13723 Dominica Drive
Seminole, Florida 33776

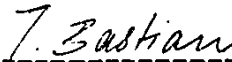
(signed)



Incorporator

Ingrid Bastian
13920 89th Avenue North
Largo, Florida 33776

(signed)



Incorporator

John C. Moore
13498 B Walsingham Road
Largo, Florida 33774

(signed)



Incorporator

ARTICLE TEN

The power of the incorporators ceases upon the filing of The Articles of Incorporation.