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LAW OFFICES OF
BENJAMIN FELDER
42 FIRST STREET SOUTHEAST
ST PETERSBURG, FLORIDA 33701

BENJAMIN FELDER
ATTORNEY AT LAW

TELEPHONE: (813) 896-9408
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February 19, 1997

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: **Health Fruition Network, Inc.**

Dear Sir or Madame:

Enclosed for filing please find two (2) executed, original Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of $122.50 representing the following fees:

$35.00	Filing Fee
35.00	Registered Agent Designation
52.50	Certified copy and Certificate of Good Standing

Please return the Certificate and the certified copy of the second original copy of the Articles.

Thank you for your assistance. If you have any questions, please contact the undersigned.

Sincerely yours,

BENJAMIN FELDER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 21 PM 12:33

BF/s
Enclosures

cf 2/26/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 21 PM 12:39

ARTICLES OF INCORPORATION
OF
HEALTH FRUITION NETWORK, INC.

ARTICLE I - NAME

The name of this Corporation is: HEALTH FRUITION NETWORK, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of $1.00 par value common stock, which shall be designated "Common Shares."

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is 1780 72nd Avenue N.E., St. Petersburg, FL 33702.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1780 72nd Avenue N.E., St. Petersburg, FL 33702, and the name of the initial Registered Agent of this Corporation at such address is George K. Dwyer.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Directors of this Corporation are:

George K. Dwyer
1780 72nd Avenue N.E.
St. Petersburg, FL 33702

Brenda S. Kinard
1780 72nd Avenue N.E.
St. Petersburg, FL 33702

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

George K. Dwyer
1780 72nd Avenue N.E.
St. Petersburg, FL 33702

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors , proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority interest of the Shareholders of the stock entitled to vote thereon, unless all Directors and all the Shareholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any; of the same.

ARTICLE XI - REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his or her term.

ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; and

(b) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; and

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Shareholders.

ARTICLE XIII - EXTRAORDINARY ACTION

The affirmative vote of fifty-one (51%) percent of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of February, 1997.

GEORGE K. DWYER
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of February, 1997, by GEORGE K. DWYER, who is personally known to me or produced ______________________________ as identification.

Notary Public - State of Florida

BENJAMIN FELDER
COMMISSION # CC 574183
EXPIRES: August 5, 2000
Bonded Thru Notary Public Underwriters

____
(Printed Name of Notary)

ACKNOWLEDGMENT OF REGISTERED AGENT

I hereby accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations pursuant to applicable Florida Statutes.

____
GEORGE K. DWYER

97 FEB 21 PM 12: 39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
SPEEDY OIL CHANGE, INC.

97 FEB 26 PM 12:00

ARTICLE I.

CORPORATE NAME

The name of this corporation is Speedy Oil Change, Inc.

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office and mailing address is 9961 S.W. 130th Street, Miami, Florida 33176.

ARTICLE III.

AUTHORIZED SHARES

This corporation is authorized to issue One Thousand (1,000) shares of common stock.

ARTICLE IV.

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The corporation's initial registered agent and registered office is Miguel A. Jimenez, 9961 S.W. 130th Street, Miami, Florida 33176.

ARTICLE V.

INCORPORATOR

The name and address of the incorporator is Miguel A. Jimenez, 9961 S.W. 130th Street, Miami, Florida 33176.

THE UNDERSIGNED Incorporator executes these articles for the purpose of forming a corporation pursuant to the laws of the State of Florida.

MIGUEL A. JIMENEZ, Incorporator

Date: February 25, 1997

The undersigned hereby accepts the foregoing designation as initial registered agent, certifies that he is familiar with the provisions of law applicable to said designation and agrees to comply with such laws.

MIGUEL A. JIMENEZ, Registered Agent

Date: February 25, 1997

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