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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: WELLNESS TECHNOLOGIES, INC.

AUDIT NUMBER.....H97000003543

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 3, 1997

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SUBJECT: WELLNESS TECHNOLOGIES, INC.
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Dana Calloway
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ARTICLES OF INCORPORATION OF WELLNESS TECHNOLOGIES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be WELLNESS TECHNOLOGIES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3535 Hiawatha Avenue, #B116, Coconut Grove, FL 33133.

ARTICLE III SHARES

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at a par value of \$.01 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Steven M. Stoll, Esq., c/o Steven M. Stoll, P.A., 1117 Ponce de Leon Drive, Fort Lauderdale, FL 33316.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Kaye Lane Weldon, 3535 Hiawatha Avenue, #B116, Coconut Grove, FL 33133.

1
PREPARED BY:
STEVEN M. STOLL, ESQ.
STEVEN M. STOLL, P.A.
P.O. BOX 030364
FORT LAUDERDALE, FL 33303-0364
FLORIDA BAR NO. 946230
(954) 463-1510

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ARTICLE VI PURPOSE

This corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE VII DIRECTORS

This corporation shall have one directors initially and the number of directors may be increased or diminished from time to time as provided in the bylaws of this corporation, but shall never be less than one. The name and street address of the initial director of this is Kaye Lane Weldon, 3535 Hiawatha Avenue, #B116, Coconut Grove, FL 33133.

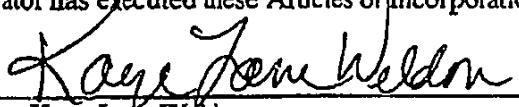
ARTICLE VIII AFFILIATED TRANSACTIONS ELECTION

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX CONTROL SHARE ACQUISITION ELECTION

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The undersigned incorporator has executed these Articles of Incorporation this 20th day of February, 1997.


Kaye Lane Weldon

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**WELLNESS TECHNOLOGIES, INC.
CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

WELLNESS TECHNOLOGIES, INC.

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

**Steven M. Stoll, Esq.
Steven M. Stoll, P.A.
1117 Ponce de Leon Drive
Fort Lauderdale, FL 33316**

*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.*



Steven M. Stoll

February 28, 1997

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