

Reed and Company
CERTIFIED PUBLIC ACCOUNTANTS

1300 N. FEDERAL HIGHWAY • SUITE 102
BOCA RATON, FLORIDA 33432
(407) 368 9518
FAX (407) 368 9519

1425 AURORA ROAD • SUITE 1
MELBOURNE, FLORIDA 32935
(407) 253 9012
FAX (407) 368 9519
REPLY TO: BOCA RATON

S. HOWARD REED, C.P.A.
RANDAL REED, C.P.A.

P97000 24471

March 6, 1997
Secretary of State
Division of Corporations
The Capital
Tallahassee, FL 32304

300002112439--2
-03/13/97--01051--003
*****70.00 *****70.00

Re: Wellness Lifestyles, Inc.

Gentlemen:

Enclosed you will find the original and one copy of the Articles of Incorporation for Wellness Lifestyles, Inc. along with check in the amount of \$70.00 to cover the fees.

Please return the recorded documents to Reed and Company, 1300 N. Federal Hwy., #102, Boca Raton, FL 33432, as soon as possible.

Yours very truly,

S. Howard Reed
S. Howard Reed, C.P.A.

SHR:lms
Enc.

FILED
97 MAR 13 AM 8:45
ALL DOCUMENTS
NOT RECORDED
TALLAHASSEE, FL

3/19

ARTICLES OF INCORPORATION
OF
WELLNESS LIFESTYLES, INC.

FILED
97 MAR 13 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this Corporation is: WELLNESS LIFESTYLES, INC.

ARTICLE II

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

ARTICLE III

This Corporations is authorized to issue 7,500 shares of common stock, with a par value of one dollar.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than \$500.00

ARTICLE V

This Corporation shall have a perpetual existence.

ARTICLE VI

The address of the principal place of business or principal office of this Corporation is: 1829 Thatch Palm Drive, Boca Raton, FL 33432-7456.

ARTICLE VII

This Corporation shall have one director, initially, and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is: Richard F. Auclair, 1829 Thatch Palm Drive, Boca Raton, FL 33432.

ARTICLE VIII

This Corporation shall and does hereby indemnify and hold harmless every director and every officer, or every former director and every former officer, their heirs, executors, and administrators to the full extent permitted by law.

ARTICLE IX

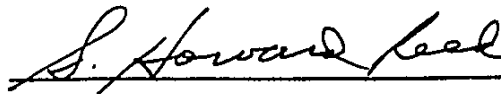
No contract or other transaction between this Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of this Corporation is or

are interested in, or is a director or officer or are the directors or officers of such other corporation and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any director or directors of this Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation in which he may be anywise interested. Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any firm, association or corporation in which he may be anywise interested.

ARTICLE X

The name and address of the incorporator of this Corporation is:
S. Howard Reed, 1300 N. Federal Hwy., Ste. 102, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th of March, 1997.



S. Howard Reed
Incorporator

STATE OF FLORIDA) S.S.
COUNTY OF PALM BEACH)

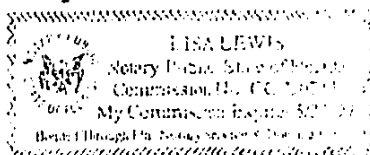
Before me, a notary public authorized to take acknowledgements in the State and County set above, personally appeared S. Howard Reed, know to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th date of March, 1997.



Notary Public
State of Florida at Large

My Commission expires:

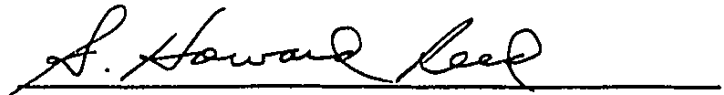


ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation. The address of the Registered Agent is 1300 N. Federal Hwy., Ste. 102, Boca Raton, FL 33432.

A handwritten signature in cursive script, reading "S. Howard Reed", is written over a horizontal line.

S. Howard Reed

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97 MAR 13 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA