

P97000025487

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Healthier Lifestyle
Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 MAR 21 11:16
 TALLAHASSEE, FL

RE MAR 21 1997
 TX!

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s) <i>photo</i>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
300002129103--0		
<input type="checkbox"/> Name Reservation	03/21/97-01009-011	
<input type="checkbox"/> Annual Report/Reinstatement	****70.00	****70.00
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
.....	\$

RECEIVED
 97 MAR 21 AM 9:58
 DIVISION OF CORPORATION

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ BY _____
 CK No. _____

WALK-IN Will Pick Up 3/21 12:00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
HEALTHIER LIFESTYLE, INC.**

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97 MAR 21 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Healthier Lifestyle, Inc.

ARTICLE II

The purpose of the corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of common stock, each share having the par value of one dollar (\$1.00).

ARTICLE V

The name and post office address of the initial registered agent for service of process within this state shall be: Sheldon Goldberg, Suite 1314, 1254 South Military Trail, Deerfield Beach, FL, 33442.

ARTICLE VI

The amount of capital with which the corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

ARTICLE VII

The initial street address of the principal place of business of the corporation will be: 1254 South Military Trail, Suite #1314, Deerfield Beach, FL, 33442, and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices in any of said places of business.

ARTICLE VIII

The business of the corporation shall be conducted by a Board of Directors, which shall consist of one or more members, as the same may be provided by the By-Laws of the corporation, and by the following officers, to wit: a President and such other officers as the Board of Directors may elect.

ARTICLE IX

The corporation shall have two directors initially who, subject to the provisions of these Articles of Incorporation, the By-Laws and the Acts of Legislature, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, and whose names and addresses are as follows:

NAME

ADDRESS

Sheldon Goldberg

Suite 1314
1254 South Military Trail
Deerfield Beach, FL 33442

Dr. Shannon Carrino

619 Montauk Highway
West Islip, NY 11795

ARTICLE X

The name and street address of the subscriber to the Articles of Incorporation is:

NAME

ADDRESS

Sheldon Goldberg

Suite 1314
1254 South Military Trail
Deerfield Beach, FL 33442

ARTICLE XI

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or these Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that

acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been an officer or director of the corporation (whether or not he continues to be an officer or director of the corporation at the time of incurring such expenses), such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with the view to curtailment of cost of litigation, except that no sums shall be paid in connection with any such settlement unless the corporation is advised by independent counsel that the officer or director so indemnified was not derelict in the performance of his duty as such director or officer. The corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer, nor in respect of any matter on any settlement or compromise is effected, if the total expense including the cost of such settlement, shall substantially exceed the expense which might be reasonably incurred by such director or officer in conducting such litigation to a final conclusion and in no event shall anything herein contained be so construed as to protect or authorize the corporation to indemnify any such director or officer against any liability to the corporation or to its security holders to which he would otherwise be subject by reasons of willful misfeasance, bad

faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 20th day of March, 1997.



SHELDON GOLDBERG,
SUBSCRIBER

STATE OF FLORIDA

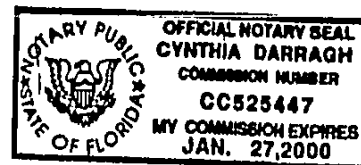
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared SHELDON GOLDBERG, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 20th day of March, 1997.


NOTARY PUBLIC,
My commission expires:

Personally known _____ or type of
I.D. produced: His Driver License



STATE OF FLORIDA


Certificate Designating an Office, Place of
Business or Domicile for the Service of Process within this
State and Naming Registered Agent Upon Whom Process May be Served

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97 MAR 21 11:11:16
STATE
FLORIDA

In pursuance of Section 48.091, Florida Statutes, the undersigned hereby certifies:

That HEALTHIER LIFESTYLE, INC., a corporation duly organized under the laws of the State of Florida, with its principal place of business at the City of Deerfield Beach, County of Broward, State of Florida, has designated and established Suite #1314, 1254 South Military Trail, as the office, place of business, or domicile for the service of process with this State, and names as its Registered Agent thereat upon whom process may be served SHELDON GOLDBERG, over the age of eighteen (18) and a resident of the State of Florida.

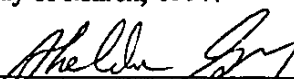
IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be signed in its corporate name by its duly authorized officer.



SHELDON GOLDBERG,
SUBSCRIBER

The undersigned, having been designated as Registered Agent for the service of process within the State of Florida upon the above named corporation, at the place designated in the foregoing certificate, does hereby accept the appointment as Registered Agent and does hereby acknowledge that he is familiar with and accepts the obligations of this position.

IN WITNESS WHEREOF, I set my hand this 20th day of March, 1997.



SHELDON GOLDBERG,
REGISTERED AGENT