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97 MAR 21 PM 1:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Peter Makris  
2110 Drew Street  
Clearwater, FL 34625

February 7, 1997

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-03/21/97--01036--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314


Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent/Registered Office for HYPNOTECH, INC. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation and return the articles back to the address below:

Peter Makris  
2110 Drew Street  
Clearwater, Florida 34625

If there are any questions, or you are having problems filing the Articles, please call me at (813) 446-0000.

Very truly yours,



Peter Makris

PH  
3/26/97

ARTICLES OF INCORPORATION

OF

HYPNOTECH, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

HYPNOTECH, INC.

The principal place of business of this corporation shall be: 5620 ESSEX COURT, PALM HARBOR, FLORIDA 34685. The mailing address of this corporation shall be: 5620 ESSEX COURT, PALM HARBOR, FLORIDA 34685.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have one director and officer, initially. The name and street address of the initial director and officer who shall hold office for the first year of the corporation's existence, or until his successor is elected or appointed is:

Frank Pennestri  
President

5620 Essex Court  
Palm Harbor, Florida 34625

ARTICLE VI. INCORPORATOR

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

Frank Pennestri

5620 Essex Court  
Palm Harbor, Florida 34625

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of MARCH, 1997.

Signature of Incorporator

Frank Pennestri  
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 19<sup>th</sup> day of MARCH, 1997, by Frank Pennestri of HYPNOTEC, INC.

Notary Public

PETER MAKRIS  
Notary Public, State of Florida  
My Comm. Expires Apr. 7, 1998  
No. CC 362583  
Bonded Thru Official Notary Service

Peter Makris  
My Commission Expires: 4/7/98

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CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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:

HYPNOTECH, INC.

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

Name: FRANK PENNESTRI

Address: 5620 ESSEX COURT

City: PALM HARBOR

State: FLORIDA

Zip: 34685

SIGNATURE

*Frank Pennestri*  
(Corporate Officer)

TITLE: PRESIDENT

DATE:

3/17/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

*Frank Pennestri*

DATE:

3/19/97