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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: A WELLNESS ALTERNATIVE, INC.
AUDIT NUMBER.....H97000006545
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ARTICLES OF INCORPORATION
Of

A Wellness Alternative, Inc.

ARTICLE I

NAME

The name of this corporation is A Wellness Alternative, Inc., located at P.O. Box 490625, Fort Lauderdale, FL 33349.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

*Richard L. Shoemaker, CPA
2050 E. Oakland Park Blvd, Suite 202
Fort Lauderdale, FL 33306-1121
Telephone (954) 561-3388*

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ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2050 E. Oakland Park Blvd # 202, Ft. Lauderdale, FL 33306-1121 and the name of the initial registered agent of this corporation at that address is Richard L. Shoemaker, CPA. The undersigned registered agent is accepting service for A Wellness Alternative, Inc. this 22 day of April 1997.


Richard L. Shoemaker, CPA

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two 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 names and addresses of the initial Directors of this corporation are:

NAME	ADDRESS
Richard D. Rosendahl, Sr.	P.O. Box 490625 Fort Lauderdale, FL 33349
Mary Ruth Henry	P.O. Box 490625 Fort Lauderdale, FL 33349

ARTICLE VIII

INCORPORATION

The names and addresses of the persons signing these Articles are:

NAME	ADDRESS
Richard D. Rosendahl, Sr.	P.O. Box 490625 Fort Lauderdale, FL 33349
Mary Ruth Henry	P.O. Box 490625 Fort Lauderdale, FL 33349

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ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, The undersigned subscribers has executed these Articles of Incorporation this 22 day of April, 1997.

Richard D. Rosendahl, Sr.
Richard D. Rosendahl, Sr.

Mary Ruth Henry
Mary Ruth Henry

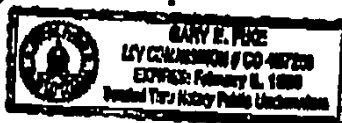
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Richard D. Rosendahl, Sr. *and Mary Ruth Henry* Personally Known OR Produced Identification FDL Type of Identification Produced FL - D L and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he(they) acknowledged before me that he(they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 22 day of April, 1997

[Signature]
Notary Public
State of Florida at Large

My commission expires:



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