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KAPLAN & GAYLORD, P.A.

ATTORNEYS AT LAW

SUITE 230 B

7601 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487

MARC R. GAYLORD
WAYNE KAPLAN
ALSO MEMBER OF DC BAR

TEL (561) 997-8880
FAX (561) 997-7480

June 25, 1997

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***122.50 ***122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Partners in Alternative Health, Inc.

Dear Sir / Madam:

Enclosed please find this a check in the amount of \$122.50 for recording purposes of the enclosed Articles of Incorporation as it pertains to the above-referenced corporation.

Should you have any questions or concerns, please do not hesitate to contact me.

Sincerely yours,

Jennifer M. Dougan
Jennifer M. Dougan,
Legal Assistant

/jmd
Encl.

JENNIFER DOUGAN GAVE
AUTHORIZATION BY PHONE TO
CORRECT PRIN. ADDRESS + MAILING
DATE 6-30-97
DOC. EXAM JN

FILED
97 JUN 27 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JN 6-30-97

ARTICLES OF INCORPORATION
FOR
PARTNERS IN ALTERNATIVE HEALTH, INC.

FILED
97 JUN 27 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

PARTNERS IN ALTERNATIVE HEALTH, INC.

ARTICLE II

The general nature of the business and objects and purposes to be transacted and carried on by this corporation are:

The engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock, having a nominal or par value of ONE AND 00/100 DOLLARS (\$1.00) per share.

ARTICLE IV

The amount of capital stock with which this corporation shall begin business is not less than ONE THOUSAND AND 00/100 DOLLARS (\$1,000.00).

ARTICLE V

The initial mailing address of this corporation is 1587 Decatur Street, Baldwin, New York, 11510.

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased or may be diminished from time to time by the By-Laws adopted by the stockholders; but shall never be less than one (1).

ARTICLES VIII

The names and street addresses of the members of the first Board of Directors and subscribers are:

<u>Name</u>	<u>Address</u>
Blanche De Beauchamp	1587 Decatur Street Baldwin, NY 11510

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a meeting of the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement and manifest their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

This corporation desiring to organize under the laws of

the State of Florida with its principal office, as indicated in these Articles of Incorporation, in Palm Beach County, State of Florida, has named MARC R. GAYLORD, ESQUIRE, 7601 N. Federal Highway, Suite 230B, Boca Raton, Florida 33487, as its Registered Agent to accept service of process within the State. The principal address of the corporation is 9715 Arbor Oaks Lane #303, Boca Raton, FL 33428.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Article, I hereby accept to act in this capacity and agree to comply with the revisions of said Act relative to keeping open said office.


Registered Agent

IN WITNESS WHEREOF, The undersigned, the sole members of the original Board of Directors and subscribers have hereunto set our hands and seals this 19th day of June, 1997, for the purpose of forming this corporation to do business both within the State of Florida, and pursuant to the laws of the State of Florida for corporations, do make and file in the Office of the Secretary of State these Articles of Incorporation and certify that the facts herein are true.


BLANCHE DE BEAUCHAMP

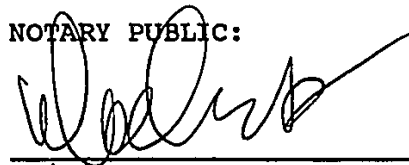
FILED
97 JUN 27 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK
COUNTY OF NASSAU

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments and administer oaths, in the State and County aforesaid, personally appeared, BLANCHE DE BEAUCHAMP, known to me as the sole original member of the first Board of Directors and Subscriber who executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 19th day of June, 1997.

NOTARY PUBLIC:



Print: _____

My Commission Expires:

WAT HING JUNG
NOTARY PUBLIC, State of New York
No. 01JU4846490
Qualified in Nassau County
Commission Expires April 28, 1998