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William Kent Westbrook
CERTIFIED PUBLIC ACCOUNTANT, P.A.

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July 16, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/18/97--01051--015
*****70.00 *****70.00

Re: Health Based Enterprises, Inc.

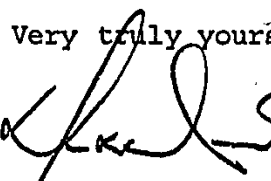
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$70.00.

This represents the cost of the Filing Fees and Fee for the Registered Agent Designation for the above named corporation. A Certified Copy is not desired at this time.

Thank you for your assistance in this matter.

Very truly yours,


William K. Westbrook

97 JUL 18 AM 9:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

Encls.

T.A.M. 7/22/97

FILED

ARTICLES OF INCORPORATION

97 JUL 18 AM 9:05

of

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

HEALTH BASED ENTERPRISES, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: HEALTH BASED ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States, the State of Florida or any state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand shares (1,000) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME Health Based Enterprises, Inc.
ADDRESS 5200 State Rd 46
CITY Mims FLORIDA ZIP 32754

ARTICLE V - CONTINUED

The name and street address of the Initial Registered Agent of this Corporation is:

NAME Christine A. Grissom
ADDRESS 5200 State Rd 46
CITY Mims FLORIDA ZIP 32754

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME Christine A. Grissom
ADDRESS 5200 State Rd 46
CITY Mims FLORIDA ZIP 32754

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME Christine A. Grissom
ADDRESS 5200 State Rd 46
CITY Mims FLORIDA ZIP 32754

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 16th day of July, 1997.

Christine A. Grissom (Seal)

STATE OF FLORIDA

)

SS

COUNTY OF Orange)

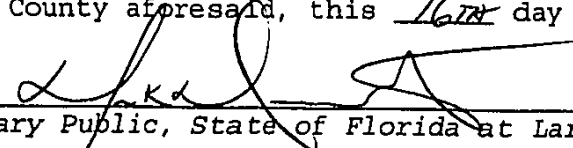
before me, a Notary Public authorized to take
acknowledgments in the State and County set forth above,
personally appeared

Christine A. Grissom

known to me and known to be the person(s) who executed the
foregoing Articles of Incorporation, and who acknowledged
before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and
seal, in the State and County aforesaid, this 16th day of
July, 1997.

(Notary Seal)


(Notary Public, State of Florida at Large)

My Commission expires:



WILLIAM K WESTBROOK
My Commission CC563016
Expires Jun. 19, 2000

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

Health Based Enterprises, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.051,
the following is submitted:

The above corporation, desiring to organize under the laws
of the State of Florida with its registered office as
indicated in the Articles of Incorporation

at 5200 State Rd 46
Mims, Florida 32754

has named Christine A. Grissom
located at the aforesaid address, as its Registered Agent to
accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of
process for the above stated corporation at the place
designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this
capacity, and agree to comply with the provisions of Florida
Law in keeping open said office.

Christine A. Grissom
(registered agent)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA