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AUGUST 8, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
97 AUG 12 AM 8:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Re: MICHELANGELO'S HOLISTIC HEALTH CENTERS, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

AL AUG 13 1997

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHELANGELO'S HOLISTIC HEALTH CENTERS, INC.

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 is MICHELANGELO'S HOLISTIC HEALTH CENTERS, INC.

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, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

John Sampson
9874 Ridgecreek Road
Boca Raton, Florida 33496

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

4900 N.E. Linton Boulevard
Delray Beach, Florida 33445

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 8th day of August, 1997.

Lawrence A. Kirsch
LAWRENCE A. KIRSCH

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this
8th day of August, 1997 by the incorporator of MICHELANGELO'S HOLISTIC
HEALTH CENTERS, INC.

Kelly A. Hemendinger
Notary Public
My Commission Expires:

KELLY A. HEMENDINGER
Notary Public, State of New York
No. 01HE5062156
Qualified in Rensselaer County
Commission Expires June 24, 98

FILED

97 AUG 12 AM 8:12

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 807.325, 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: Michelangelo's Holistic Health Centers, Inc.

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

John Sampson,

9874 Ridgecreek Road

(P. O. BOX NOT ACCEPTABLE)

Boca Raton, Fl. 33496

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President

DATE 8/5/97

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 807.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)
JOHN SAMPSON

DATE 8/5/97

REGISTERED AGENT FILING FEE: \$20.00