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TRANSMITTAL LETTER

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

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-09/15/97--01022--013
****131.25 ****131.25

SUBJECT: ELITE NATURAL HEALTH CLINICS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: NICHOLAS SHIRGHIO
Name (Printed or typed)

2167 PINWOODS CR.
Address

NAPLES, FL 34105
City, State & Zip

(941) 262-2520
Daytime Telephone number

FILED
97 SEP 15 AM 9 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2 J. Medeau SEP 16 1997

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
ELITE NATURAL HEALTH CLINICS, INCORPORATED

FILED
97 SEP 15 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned, have this day voluntarily associated Myself for the purpose of forming a corporation under the laws of the State Of Florida, and to that end do hereby adopt Articles of incorporation as follows:

ARTICLE I

The name of the proposed corporation is: **ELITE NATURAL HEALTH CLINICS, INC.**

ARTICLE II

The corporation may engage in any activities or business permitted under the laws of the United States and under the laws of The State OF Florida.

ARTICLE III

The type, amount and value of the capital stock of this corporation is: 100 shares at no par value.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The post office address of the principal office of the corporation is: 2167 Pinewoods Circle, Naples, Florida 34105

ARTICLE VI

The number of directors of the corporation shall not be less than one (1).

ARTICLE VII

The names and addresses of the first officers are:

NICHOLAS A. SHIRGHIO, President
2167 Pinewoods circle
Naples, Florida 34105

ROBERT D. PETERS, Vice President
17460 Fuchsia Road
Fort Myers , Florida 33912

ARTICLE VIII

The shares of capital stock of this corporation shall be initially issued to the following persons and in the amounts set opposite their names:

Nicholas A. Shirghio	51 Shares
Robert D. Peters	49 Shares

Shares held by the initial Shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE IX

Special meetings of shareholders may be called by owners of fifty-one (51%) percent of the outstanding shares of this corporation.

ARTICLE X

Fifty One (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at the meetings of the shareholders. If a Quorum is present, the affirmative vote of **Fifty One (51%)** percent of all shares represented at the meetings and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

One of the directors shall constitute a Quorum for a meeting of directors. If a quorum is present the affirmative vote of a majority of directors present shall be the act of the board of directors.

ARTICLE XII

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

ARTICLE XIII

The undersigned being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation, to do business within and without The State Of Florida, and pursuant to the laws Of The State Of Florida do make and file these Articles Of Incorporation, Hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinbefore set forth, and accordingly have hereunder set his hand and seal, This

18th day of September, 1997
Nicholas A. Shirghio
Nicholas A. Shirghio

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY, that on this day before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared the foregoing subscriber, **NICHOLAS A. SHIRGHIO**, and upon being duly sworn, stated that he signed and executed the foregoing Articles Of Incorporation, for the uses and purposes set forth.

WITNESS my hand and official seal in the State and County aforesaid this 12th day
of

September, 1997.

Brenda K Striewski

Notary Public

My Commission Expires



Brenda K Striewski
My Commission CC668384
Expires July 31, 2001

4/31/2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

Pursuant to Chapter 607.0501 or 617.0501 Florida Statutes, the Following is Submitted in compliance with said act:

First: Elite Natural Health Clinics, Inc. desiring to organize under the laws of the State Of Florida with it's principal office as indicated in the Articles Of Incorporation at The City of Naples, County Of Collier, State Of Florida, Has Named **NICHOLAS A. SHIRGHIO**, 2167 Pinewoods Circle, Naples, Florida 34105, County Of Collier, State Of Florida, as It's Agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, I **NICHOLAS A. SHIRGHIO**, hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

9/12/97

Date

Nicholas A. Shirghio

NICHOLAS A. SHIRGHIO

Resident Agent

FILED
97 SEP 15 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA