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BROOKS & SIPOS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

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250 BIRD ROAD

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FAX (305) 446-3582

October 7, 1997

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

Re: HYPERPARIC HEALING SOUTHEAST, INC.

Gentlemen:

Enclosed for filing is the articles of incorporation for the above named corporation together with a check in the amount of \$122.50 for the filing, registered agent designation and a certified copy.

Very truly yours,

Andrew L. Sipos, Jr.

ALS/la
enclosures

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
HYPERPARIC HEALING SOUTHEAST, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be HYPERPARIC HEALING SOUTHEAST, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:
3175 S.W. 8th Street, Miami, Florida 33135

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

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ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 10,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE V

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of One (1) director whose name and address are as follows:

David Herskovitz
9465 Wilshire Boulevard, Suite 515
Beverly Hills, California 90212

ARTICLE VI

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. If the required majority of the shareholders or directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

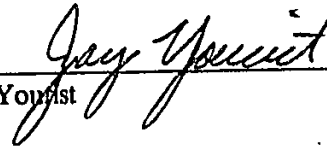
ARTICLE VII

The initial registered agent of the corporation is Jay Yourist. The street address of the corporation's initial registered office is: 10650 S.W. 137th Street, Miami, FL 33176.

ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation is: Jay Yourist, 10650 S.W. 137th Street, Miami, FL 33176.

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of October, 1997.


Jay Yourist

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT HYPERPARIC HEALING SOUTHEAST, INC., DESIRING TO ORGANIZE
OF QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 10650 S.W. 137TH STREET, MIAMI, FL 33176, HAS NAMED
JAY YOURIST, LOCATED AT 10650 S.W. 137TH STREET, MIAMI, FL 33176, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,

SIGNATURE

Jay Yourist
JAY YOURIST

TITLE

VICE PRESIDENT

DATE

October 2, 1997

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.

SIGNATURE

Jay Yourist
JAY YOURIST

DATE:

October 2, 1997

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