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October 21, 1997

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

FILED
97 OCT 27 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: All For Health, Inc.

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To Whom It May Concern:

Enclosed is an original plus one copy of the Articles of Incorporation of All For Health, Inc., plus my client's check in the amount of \$131.25, which represents the fee for filing, a certified copy and certificate.

Upon review and acceptance, please return the appropriate documents to me, along with information on how to obtain a Tax Identification Number and elect as an S Corp, at my firm address above.

If you have any questions about the foregoing or the enclosed, please feel free to contact me at my office telephone number. Thank you for your kind and expeditious handling of the foregoing.

Very truly yours,


JOANNE FANIZZA

JF/slm

10/29/97-TYM

ARTICLES OF INCORPORATION FOR
ALL FOR HEALTH, INC.

The undersigned, acting as incorporators, adopt the following Articles of Incorporation for the entity described herein pursuant to the Florida General Corporation Act:

Article I
NAME

The name of this corporation is **All For Health, Inc.**

Article II
DURATION

This corporation shall have perpetual existence.

Article III
PURPOSE

This corporation is organized for the purpose of providing acupuncture services, massage, Eastern herbology services and products, Western vitamins and minerals services and products and for transacting any and all lawful business permitted by the Florida General Corporation Act and not inconsistent with any other law.

Article IV
INITIAL CAPITAL STOCK

This corporation is initially authorized to issue 500 shares of common stock, each having a par value of ONE DOLLAR (\$1.00). Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Article V
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the pre-emptive right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of any class or classes of the Corporation; and

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B. Any obligation that the corporation may issue which is convertible into or exchangeable for any stock of any class or classes of the corporation, or to which is attached or pertinent any warrant(s) or other instrument(s) conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this pre-emptive right. This right may also be waived in writing by the Shareholder.

Article VI
BUSINESS ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The address of the initial principal office of this corporation is **13969 - 152nd Road North, Jupiter, Florida 33478**; the principal place of business of the corporation shall be **Palm Beach County, Florida**.

Article VII
REGISTERED AGENT/INITIAL REGISTERED OFFICE

The Registered Agent of the corporation is **H. Keith Latham**, and the initial registered office of this corporation is **13969 - 152nd Road North, Jupiter, Florida 33478**.

Article VIII
INITIAL BOARD OF DIRECTORS

This corporation shall initially have two directors. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of this corporation's initial directors are:

H. Keith Latham, President/Secretary/Director
Mary K. Shereda, Vice President/Treasurer/Director
13969 - 152nd Road North
Jupiter, Florida 33478

Article IX
INCORPORATORS

The name and address of the person signing these Articles are:

H. Keith Latham, President/Secretary/Director
13969 152nd Road North

Jupiter, Florida 33478

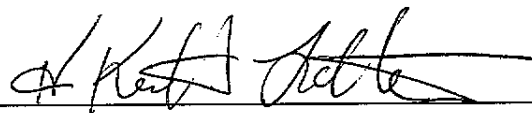
Article X
INDEMNIFICATION

This corporation shall indemnify and hold harmless any officers or directors, or any former officers or directors, to the full extent permitted by law. The officers and directors shall not have personal liability for any debts of the corporation, to the full extent permitted by law.

Article XI
AMENDMENTS

This corporation reserves the right to modify, amend or repeal any of the provisions contained within these Articles of Incorporation, or any amendments thereto, in accordance with Florida law; any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Incorporation on this 21st day of October, 1997.


H. Keith Latham

STATE OF FLORIDA)
):ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared H. KEITH LATHAM, who produced identification in the form of Florida Drivers License # L 350-331-49-161-0, and who is otherwise known to me to be the person who executed the foregoing Articles of Incorporation, and who also acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the County and State set forth above, on this 21st day of October, 1997.


NOTARY PUBLIC

My commission expires:

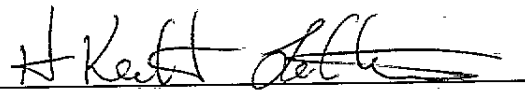


JANET KAY JEWELL
My Commission CC415808
Expires Dec. 02, 1998
Bonded by NFNU
800-224-6368

CERTIFICATE OF REGISTERED AGENT

In compliance with Chapters 48 and 607, Florida Statutes, and any other applicable laws, **All For Health, Inc.**, desiring to organize and/or qualify as a corporation under the laws of the State of Florida, and with its principal place of business at **13969 - 152nd Road North, Jupiter, Florida**, does hereby designate **H. Keith Latham, 13969 - 152nd Road North, Jupiter, Florida**, as its registered agent to accept service of process within Florida.

Dated this **21st** day of **October, 1997**.


H. Keith Latham

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated Registered Agent to accept service of process on the aforementioned and described Corporation at the location designated above to accept service of process, I hereby accept my appointment as Registered Agent simultaneously with my designation as same, I agree to comply with the provisions of all statutes pertinent to the proper and efficient performance of my duties as same, and I further attest that I am familiar with the obligations of the position.

Dated this **21st** day of **October, 1997**.


H. Keith Latham

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