

P48000002186

Roosa, Sutton, Burandt & Adamski
Attorneys and Counselors at Law

Richard V.S. Roosa
Larry D. Sutton
Robert B. Burandt
Robert C. Adamski

1714 Cape Coral Parkway
Cape Coral, Florida 33904

Telephone: 941-542-4733
Facsimile: 941-542-9203

January 5, 1998

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

Re: Wellness Providers, Inc.
I & E Enterprises, Inc.

500002391955-3
-01/07/98--01011--001
*****70.00 *****70.00

FILED
98 JAN -7 AM 9:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed is an original and two copies of Articles of Incorporation for the above-listed corporations. Also enclosed are two separate checks for the filing fees. Please return a file-stamped copy of the Articles of Incorporation for both corporations.

Thank you.

Very truly yours,

Larry D. Sutton

LARRY D. SUTTON
LDS:ly
Enc.

Wm
1-9-98

FILED
98 JAN -7 AM 9:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF I & E ENTERPRISES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is I & E Enterprises, Inc.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSES**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of Ten Dollars (\$10.00) per share.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5510 S.W. 4th Place, Unit 204, Cape Coral, FL 33914, and the name of its initial registered agent at such address is John Frances Durkin.

ARTICLE SIX
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The name and address of that person who is to serve as a member of the initial board of directors is:

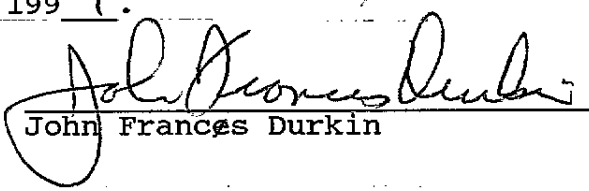
| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--|
| John Frances Durkin | 30 Rosewood Drive Hawthorne Woods, IL 60047 |

ARTICLE SEVEN
INCORPORATORS

The name and address of the incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--|
| John Frances Durkin | 30 Rosewood Drive Hawthorne Woods, IL 60047 |

Executed by the undersigned at Hawthorne Woods, IL, on the
26 day of December, 1997.


John Frances Durkin

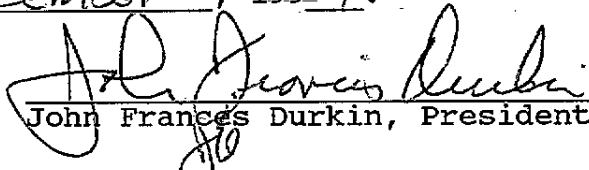
TO: The Department of State
Tallahassee, Florida 32304

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:


I & E Enterprises, Inc., with its place of business at 5510 S.W. 4th Place, Unit 204, Cape Coral, Florida 33914, has named John Frances Durkin, 5510 S.W. 4th Place, Unit 204, Cape Coral, Florida 33914 as its agent to accept service of process within Florida.

Dated the 26 day of December, 1997.


John Frances Durkin, President

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 607.325 of the Florida General Corporation Act.

Dated the 26 day of December, 1997.


John Frances Durkin
Registered Agent

FILED
90 JAN -7 AM 9:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA