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IAN J. KUKOFF
JONATHAN W. SEGAL
DANIEL J. SERBER

January 15, 1998

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

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-01/22/98--01049--001
****131.25 ****131.25

Re: ~~Il~~ Paradiso, Inc. Health Studio, Inc.

Gentlemen:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$ 35.00
Certified Copies	\$ 52.50
Registered Agent Designation	\$ 35.00
Certificate of Good Standing	\$ 8.75

TOTAL \$131.25

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,

Ian J. Kukoff

IJK/vy

Enclosure

cc: I. Barry Blaxberg, Esq.
Michelle Wright

TCK: 12/29/97

vy/ijk/e/28455
GAVE
AUTHORIZATION BY PHONE TO

CORRECT corp Name - IL Paradiso Health Studio, Inc.
article II - add RA address

DATE 1-23-98

DOC. EXAM 8B

FILED
98 JAN 22 AM 9 15
TALLAHASSEE, FLORIDA

305-371-6816 FAX

12-1-23-98

ARTICLES OF INCORPORATION OF

II Paradiso Health Studio, Inc.

ARTICLE I.
CORPORATE NAME

The name of this corporation shall be: II Paradiso Health Studio, Inc.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: MICHELLE WRIGHT at 3767 Royal Palm Avenue, Miami Beach, FL 33140.

ARTICLE V.
MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 3767 Royal Palm Avenue
Miami Beach, FL 33140

ARTICLE VI.
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.
INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
MICHELLE WRIGHT	3767 Royal Palm Avenue Miami Beach, FL 33140

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Incorporator
MICHELLE WRIGHT

Address
3767 Royal Palm Avenue
Miami Beach, FL 33140

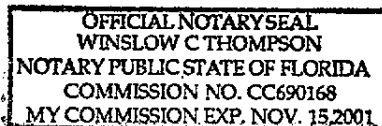
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


MICHELLE WRIGHT

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared MICHELLE WRIGHT who is personally known to me or who has produced DL 0622, SS 687120 as identification, and acknowledged that he/she/they executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 12 day of JANUARY, 1998




NOTARY PUBLIC, State of Florida
Print Name: Winslow Thompson
My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


MICHELLE WRIGHT, Registered Agent

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FILED
98 JAN 22 AM 9:15
TALLAHASSEE, FLORIDA