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ALICE M. FOGLE
MARITAL & FAMILY LAW

January 19, 1998

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

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-01/22/98--01093--008
****122.50 ****122.50

Re: Incorporation of OMNI HYPNOSIS
TRAINING INSTITUTE, INC.

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for The American Nurse Hypnotherapy Association, Inc.

Also enclosed is my check in the amount of \$122.50 representing the following:

Filing Fee	\$35.00
Registered Agent Certificate	52.50
Certified copy of Charter and of Registered Agent Certificate	35.00

Thank you very much for your assistance.

Sincerely,



J. Dana Fogle

EFFECTIVE DATE
1-19-98

JDF/js
Enclosures

FILED
98 JAN 22 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
1-23-98

ARTICLES OF INCORPORATION

OF

THE AMERICAN NURSE HYPNOTHERAPY ASSOCIATION, INC.

WE, GERALD KEIN and SHIRLEY L. KEIN, being of legal age, do hereby authorize the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be THE AMERICAN NURSE HYPNOTHERAPY ASSOCIATION, INC.

ARTICLE II.

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is to train nurses in the art of hypnosis, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares fully paid, \$1.00 par value common stock. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

EFFECTIVE DATE
1-19-98

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TALLAHASSEE
FLORIDA

ARTICLE V.

INITIAL DIRECTORS

The business of the corporation shall be managed by the Stockholders rather than by the Board of Directors of this corporation.

ARTICLE VI.

STREET AND MAILING ADDRESS OF INITIAL REGISTERED

OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street and mailing address of the principal place of business of said corporation is 197 Glenwood Road, DeLand, Florida 32720. The initial resident agent is SHIRLEY L. KEIN.

ARTICLE VII

SUBSCRIBER

The names and street address of the subscribers to these Articles of Incorporation are:

GERALD KEIN AND SHIRLEY L. KEIN
197 Glenwood Rd.
DeLand, Fl. 32720.

ARTICLE VIII.


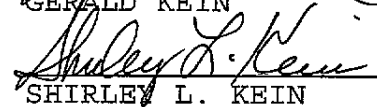
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on January 19, 1998.

IN WITNESS WHEREOF, We, GERALD KEIN and SHIRLEY L. KEIN, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby

Page 3.

declaring and certifying that the facts herein stated are true,
and hereunto set my hand and seal this 19 day of January, 1998.

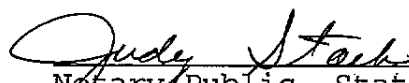

GERALD KEIN

SHIRLEY L. KEIN

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly
authorized to administer oaths and take acknowledgments,
personally appeared GERALD KEIN and SHIRLEY L. KEIN, to me well
known to be the persons who executed the foregoing Certificate of
Incorporation and they acknowledged before me that they executed
same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 19 day of January,
1998.


Notary Public, State of Florida
My commission expires:



JUDY STARK
MY COMMISSION # CC339110 EXPIRES
January 24, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

FIRST: That THE AMERICAN NURSE HYPNOTHERAPY ASSOCIATION,
INC., desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation, at the City of DeLand, County of Volusia, State of
Florida, has named SHIRLEY L. KEIN, located at 197 Glenwood Rd.,
DeLand, Florida 32720, as its agent to accept service of process
within this State.

FILED
98 JAN 22 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

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


SHIRLEY L. KEIN