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Robert W Anderson
10717 S W 104 Street
Miami, Florida 33176
(305) 598-2276

January 21, 1998

Secretary of State
Division of Corporations
Post Office Box # 6327
Tallahassee
Florida 32314

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-01/23/98--01033--009
*****70.00 *****70.00

Re: D. C. NATURAL HEALTH CLUB, INC.

Gentlemen:

In accordance with § 607, Florida Statute, enclosed you will find an executed original of the Articles of Incorporation of D. C. Natural Health Club, Inc., together with an additional executed copy of the Articles of Incorporation. These Articles are being sent to you FOR FILING and should be certified and returned to the undersigned. Also enclosed is a Money Order in the amount of Seventy (\$70) Dollars covering the costs of filing.

Your prompt attention to this matter will be very much appreciated. If you need any other information and/or data, please do not hesitate to call.

Very truly yours,

Robert W Anderson

ROBERT W ANDERSON

NDN/sas

encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-1-26-98

ARTICLES OF INCORPORATION
OF
D.C. NATURAL HEALTH CLUB, INC.

The undersigned, Robert W. Anderson acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME:

The name of this Corporation shall be:
D.C. NATURAL HEALTH CLUB, INC.

II

BUSINESS:

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects here-

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inabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III

SHARES:

The authorized capital stock of this Corporation shall consist of: 100 shares of common stock, \$ 10. par value.

IV

EXISTENCE:

The corporation shall have perpetual existence.

V

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is 10717 S W 104 Street
Miami, Florida 33176 . The initial registered agent for the corporation is Nat Naccarato located at the initial address of the corporation.

VI

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

VII

FIRST BOARD:

The following shall constitute the first Board of Directors of the Corporation:

<u>NAME</u>	<u>ADDRESS</u>
Paula S Carter	9895 S W 96 Street, Miami, FL 33176
Robert W Anderson	9895 S W 96 Street, Miami, FL 33176

VIII

INCORPORATOR:

The name and address of the initial incorporator of the Corporation is, as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert W Anderson (SSN 022-58-1988)	9895 S W 96 Street, Miami, FL 33176

IX

GENERAL PROVISIONS:

- (a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Miami, Florida, this 21st day of January, 1998.

STATE OF FLORIDA)
) ss.:
COUNTY OF MIAMI-
COUNTY OF DADE)

Robert W. Anderson (SEAL)
RWA

The foregoing Articles of Incorporation were acknowledged before me this 21st day of January, 1998, by Robert W. Anderson.

Sharon A. Sjostrom
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
SHARON A. SJOSTROM
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC663662
MY COMMISSION EXP. JULY 14, 2001

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

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

FIRST -- That D. C. Natural
Health Club, Inc., desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation, County of Miami-
Dade, State of Florida, has named Nat. Naaccarato,
located at 10717 S W 104 Street, Miami, Florida 33176, County of Miami-
Dade, State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT: (Must be signed by designated Agent)

Having been named to accept service of process for the
above stated corporation, at 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.

BY:  (SEAL)

Registered Agent

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TALLAHASSEE, FLORIDA