

998000008174

SUBMITTING PERSON
Carlos M. García, M.D.
8664 Longwood Drive
Largo, Florida, 33777

January 20, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fl., 32314

600002411676--0
-01/26/98--01078--008
****367.50 ****122.50

RE: Filing Articles of Incorporation
Physicians' Health & Wellness Centers, Inc.

To Whom This May Concern:

Attached herewith, please find one check in the amount of \$122.50 for fees to file the attached Articles of Incorporation for **Physicians' Health & Wellness Centers, Inc.**, Additionally , please find two executed Articles of Incorporation.

If you have any questions, please do not hesitate to contact me.

Thank you in advance for your consideration, I remain

Sincerely,



Carlos M. García, M.D.
CG/gq

enclosure

EFFECTIVE DATE

1-20-98

98 JAN 26 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98-21-98

**ARTICLES OF INCORPORATION
OF
Physicians' Health & Wellness Centers, Inc.**

FILED
98 JAN 26 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-20-98

ARTICLE I. NAME

The name of this Corporation is **Physicians' Health & Wellness Centers, Incorporated** and its address and mailing address is 36555 US Highway 19 North, Palm Harbor, Florida, 34684

ARTICLE II. DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III. PURPOSE

The Corporation is organized to include the transaction of any lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes as presently enacted and as it may be amended from time to time.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue One Hundred Million (100,000,000) shares of Common Stock, par value 0.1 Cent (\$0.001), each (hereafter called "Common Stock").

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is

NAME

ADDRESS

Carlos M. García, M.D.

8664 Longwood Drive
Largo, Florida, 33777

ARTICLE VI. INITIAL BOARD OF DIRECTORS

NAME

ADDRESS

Carlos M. García, M.D.

8664 Longwood Drive
Largo, Florida, 33777

Jhon Lain

5128 Carey Road
Tampa, Florida, 33624

ARTICLE VII. INCORPORATORS

NAME

ADDRESS

Carlos M. García, M.D.

8664 Longwood Drive
Largo, Florida, 33777

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX. AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

SIGNATURE AND NOTARY ON FOLLOWING PAGE

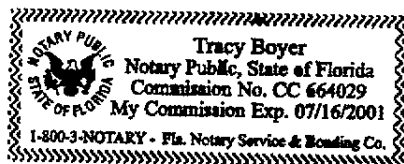
Signatures Page to Physicians' Health & Wellness Centers, Inc.
Articles of Incorporation

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation the 20th day of January, 1998.


Carlos M. Garcia, M.D.

STATE OF Florida
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 20th day of
January, 1998, by Carlos M. Garcia, M.D.. He is personally known to me and
did not take an oath.




NOTARY PUBLIC

Name: Tracy A. Boyer

My Commission Expires: 7-16-2001

FILED

98 JAN 26 AM 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered Agent Signature
Page to Physicians' Health & Wellness Centers, Inc.
Articles of Incorporation

REGISTERED AGENT ACCEPTANCE

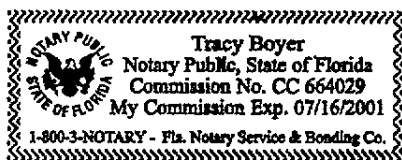
Having been named service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT


Carlos M. Garcia, M.D.

STATE OF Florida
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 20th day of January, 1998, by Carlos M. Garcia, M.D.. He is personally known to me and did not take an oath.




NOTARY PUBLIC

Name: Tracy A. Boyer
My Commission Expires: 7-16-01

EFFECTIVE DATE

01-20-98