

P98000008206

SUBMITTING PERSON

**Jhon T. Lain
5128 Carey Road
Tampa, Florida, 33624**

January 20, 1998

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

900002411679--1
-01/26/98--01078--008
****367.50 ****122.50

**RE: Filing Articles of Incorporation
Wellness Imaging, Inc.**

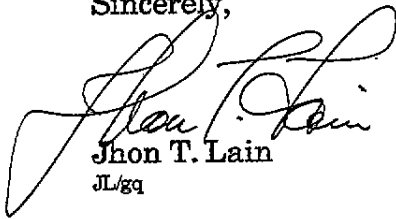
To Whom This May Concern:

Attached herewith, please find one check in the amount of \$122.50 for fees to file the attached Articles of Incorporation for **Wellness Imaging, 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,



Jhon T. Lain
JL/gq

enclosure

EFFECTIVE DATE

01-20-98

FILED
98 JAN 26 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/1-27-98

EFFECTIVE DATE

01-20-98

FILED

98 JAN 26 AM 11:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Wellness Imaging, Inc.**

ARTICLE I. NAME

The name of this Corporation is **Wellness Imaging, 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

Jhon T. Lain

5128 Carey Road
Tampa, Florida, 33624

ARTICLE VI. INITIAL BOARD OF DIRECTORS

NAME

ADDRESS

Jhon T. Lain

5128 Carey Road
Tampa, Florida, 33624

Carol A. Arnoldey

12800 Bonn Road # 9752
Largo, Florida, 33774

ARTICLE VII. INCORPORATORS

NAME

ADDRESS

Jhon T. Lain

5128 Carey Road
Tampa, Florida, 33624

ARTICLE VIII. INDEMNIFICATION

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

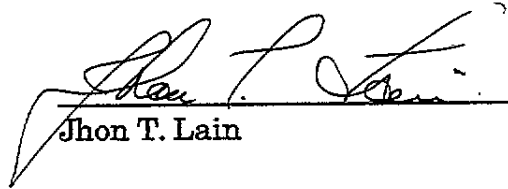
ARTICLE IX. AMENDMENT

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 Wellness Imaging, Inc.
Articles of Incorporation

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



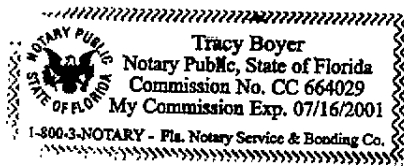
Jhon T. Lain

STATE OF Florida
COUNTY OF Pinellas

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



NOTARY PUBLIC



Name: Tracy A. Boyer

My Commission Expires: 7-16-2001

EFFECTIVE DATE

01-20-98

FILED

98 JAN 26 AM 11: 56

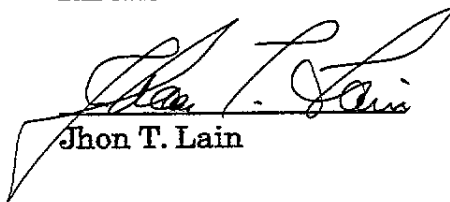
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered Agent Signature
Page to Wellness Imaging, Inc.
Articles of Incorporation

REGISTERED AGENT ACCEPTANCE

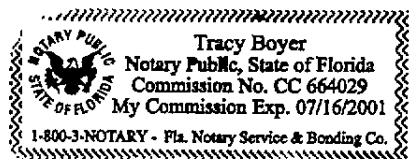
Having been named service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT


Jhon T. Lain

STATE OF Florida
COUNTY OF Pinellas

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




NOTARY PUBLIC

Name: Tracy A. Boyer
My Commission Expires: 7-16-2001