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MILLER, SHINE & BRYAN, P. A.

ATTORNEYS AT LAW

JOE C. MILLER II
BOARD CERTIFIED
CIVIL TRIAL LAWYER
JUDITH G. SHINE
LINDA LOGAN BRYAN

REPLY TO: ST. AUGUSTINE

98 JAN 29 AM 8:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
P. O. BOX 3376
97 ORANGE STREET
ST. AUGUSTINE, FLORIDA 32085-3376
(904) 824-0484
P. O. BOX 803
113 N. FOURTH STREET
PALATKA, FLORIDA 32178-0803
(904) 328-6784

January 28, 1998

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

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-01/29/98--01076--005
****122.50 ****122.50

Re: Articles of Incorporation of Health Education and Recreation Services

Dear Sir/Madam:

I am enclosing hereby an original and one copy of Articles of Incorporation for the above-named corporation. In addition a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Sincerely,



Linda Logan Bryan

LLB/nwj
Enclosure

F. CHESSEB FEB 2 1998

**ARTICLES OF INCORPORATION
OF
HEALTH EDUCATION & RECREATION SEMINARS, INC.**

FILED
98 JAN 29 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

I.

NAME

The name of the corporation is **HEALTH EDUCATION & RECREATION SEMINARS, INC.**

II.

DURATION

The duration of the corporation shall be perpetual.

III.

CORPORATE PURPOSE

The general purpose for which the corporation is organized is to conduct seminars and mini sport camps nationwide and any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do all things as are necessary or desirable in order to accomplish the foregoing.

IV.

SHARES (STOCK)

A. The aggregate number of shares which the corporation is authorized to issue is one hundred (100) shares. Such shares shall be of a single class, and shall have a par value of One and No/100 (\$1.00) Dollar.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a qualified subchapter S trust (QSST) as described in title 26 United States Code Section 1361 defining a qualified "small business corporation." In addition, no stock shall be issued or transferred to a nonresident alien.

V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and for its mail is 818 Viscaya Blvd., St. Augustine, Florida 32086.

VI.

DIRECTORS

A. This corporation shall have at least one (1) but no more than three (3) directors. The number of directors shall be determined as provided by the corporate by-laws, and these directors shall be elected in accordance with the provisions of the corporate by-laws adopted by the stockholders, as amended from time to time in accordance with the procedures provided in the by-laws.

B. The number of directors constituting the initial Board of Directors of the corporation is two (2). The name and address of the persons who are to serve as the members of the initial Board of Directors are:

Deborah A. Jackson
818 Viscaya Blvd.
St. Augustine, Florida 32086

Christina Costello
818 Viscaya Blvd.
St. Augustine, Florida 32086

They shall serve and hold office as the initial Board of Directors until the next annual meeting of the Board of Directors, or until a successor or successors are elected and qualified.

VIII.

OFFICERS

The initial officers of the corporation shall be:

Deborah A. Jackson	President
818 Viscaya Blvd.	
St. Augustine, Florida 32086	

Christina Costello	Vice President/Secretary/Treasurer
818 Viscaya Blvd.	
St. Augustine, Florida 32086	

IX.

INFORMAL ACTION OF DIRECTORS AND SHAREHOLDERS

If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

X.

INCORPORATOR

The name and address of the incorporator is as follows:

Deborah A. Jackson
818 Viscaya Blvd.
St. Augustine, Florida 32086

These Articles of Incorporation executed by the undersigned at St. Augustine, St.
Johns County, Florida, this 27 day of January, 1998.

Deborah A. Jackson
Deborah A. Jackson/Incorporator

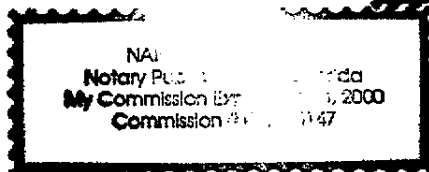
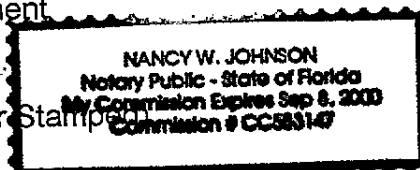
STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing Articles of Incorporation of Health Education & Recreation Seminars, Inc., were acknowledged before me this 27 day of January, 1998, by Deborah A. Jackson, Incorporator of Health Education & Recreation Seminars, Inc., desiring to organize under the laws of the State of Florida. She is personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of January, 1998.

[Signature]
Signature of Person Taking Acknowledgment

Name of Acknowledger (Typed, Printed or Stamped)
Notary Public
Serial No.:



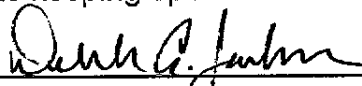
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **HEALTH EDUCATION & RECREATION SEMINARS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of St. Augustine, County of St. Johns, State of Florida, has named **DEBORAH A. JACKSON**, located at 818 Viscaya Blvd., St. Augustine, Florida 32086, as its agent to accept service of process within this State.

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 provision of said Act relative to keeping open said office.


Deborah A. Jackson

FILED
98 JAN 29 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA