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LETTER OF TRANSMITTAL

FILED

98 APR 24 AM 11:20

DATE: 04/17/98

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporation  
PO Box 6327  
Tallahassee, FL 32314


RE: Total Health Plus, Inc.

700002499687--1  
-04/24/98--01068--014  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the *Filing Fees*, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely, 

Ricardo Fernandez - Director  
Total Health Plus, Inc.  
8181 N University Dr. Suite 112  
Tamarac, FL 33321  
(954) 724-1896

P. Hall

APR 28 1998

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ARTICLES OF INCORPORATION  
of

Total Health Plus, Inc.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Total Health Plus, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one shares ( 1 ) of one Dollar(s) (\$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Ricardo Fernandez - President & Director				
ADDRESS	8181 N University Drive, Suite 112				
CITY	Tamarac	FLORIDA	ZIP	33321	

The principal office, if known, or the mailing address of the corporation is:

NAME	Total Health Plus, Inc.				
ADDRESS	8181 N University Drive, Suite 112				
CITY	Tamarac	FLORIDA	ZIP	33321	

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one ( 1 ) directors initially. The number of directors may be either increased or diminished from time to time by the By - Laws, but shall never be less than one (1). The names addresses of the initial director(s) of the corporation are as follows:

NAME	Ricardo Fernandez - President & Director				
ADDRESS	8181 N University Drive, Suite 112				
CITY	Tamarac	STATE	FL	ZIP	33321
NAME					
ADDRESS					
CITY		STATE		ZIP	
NAME					
ADDRESS					
CITY		STATE		ZIP	

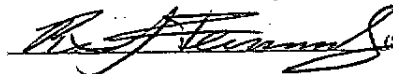
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Ricardo Fernandez		
ADDRESS	8181 N University Drive, Suite 112		
CITY	Tamarac	STATE	FL ZIP 33321
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 17 day of April, 19 98.

 (Seal)  
 \_\_\_\_\_ (Seal)  
 \_\_\_\_\_ (Seal)

STATE OF FLORIDA )  
 ) SS  
 COUNTY OF \_\_\_\_\_ )

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

_____ Signature	_____ Form of Identification
_____ Signature	_____ Form of Identification
_____ Signature	_____ Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that \_\_\_\_\_ executed these Articles of Incorporation, that I relied upon the form \_\_\_\_\_ or identification of the above named person \_\_\_\_\_ as indicated opposite each name, and that an oath (was) (was not) taken.

NOTARY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid

this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_

\_\_\_\_\_  
Notary Signature

\_\_\_\_\_  
Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

*CERTIFICATE OF REGISTERED AGENT  
OF*

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Total Health Plus, Inc.

*(name of corporation)*

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 8181 N University Drive, Suite 112

Tamarac, FL 33321

has named Ricardo Fernandez

located at the aforesaid address, as its Registered Agent to accept service of process  
within the state.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

 (PRES. DIR. INCOR. & REG. AGENT)  
*(registered agent)*  
President, Director, Incorporator, & Registered Agent