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P98000053839

June 11, 1998

Florida Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

RE: KELLI HEALTH SERVICES, INC.

Dear Sir or Madam:

I have enclosed for your review and filing the original and one (1) copy of the Articles of Incorporation for **KELLI HEALTH SERVICES, INC.**, and a check in the amount of ONE-HUNDRED TWENTY-TWO DOLLARS AND FIFTY CENTS (\$122.50) payable to The Florida Department of State for the following:

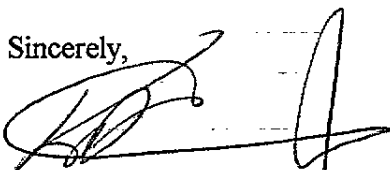
Filing Fee, for Articles of Incorporation, F.S. 607.0122 (1)	\$35.00
Filing Fee for Registered Resident Agent F.S. 607.0122 (7)	35.00
Certified Copy, F.S. 607.0122 (23)	<u>52.50</u>
TOTAL	\$122.50

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-06/15/98-01088-013
****122.50 ****122.50

Please return a certified copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to this matter.

Sincerely,


Kenneth D. Chapman, Jr.

Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 PM 2:30

2P
06-16-98

**ARTICLES OF INCORPORATION
OF
KELLI HEALTH SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 PM 2:30

ARTICLE I - NAME

The name of this Corporation is KELLI HEALTH SERVICES, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the Principal Office and Mailing address of the Corporation is 2322 Sunnyside Place, Sarasota, Florida 34239.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in the business of authoring, publishing and distribution of literature, as well as conducting any or all lawful business of any nature, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the Corporation or to effect or promote the purpose for which the Corporation is formed.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with a par value of One dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2322 Sunnyside Place, Sarasota, Florida 34239, and the name of the initial registered agent of this Corporation at that address is Kelli G. Zinn.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles is Kelli G. Zinn, 2322 Sunnyside Place, Sarasota, Florida 34239.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws. The names and addresses of the initial directors of this Corporation are:

Kelli G. Zinn
2322 Sunnyside Place
Sarasota, Florida 34239

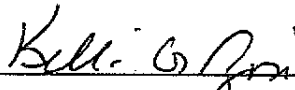
Patrick D. O'Connor
6110 Pine Tree Drive
Bradenton, Florida 34202

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Shareholders, and approved at a Shareholders' meeting by a majority vote of the stock entitled to vote thereon.

I, THE UNDERSIGNED, being the original subscriber of the capital stock hereinafter mentioned, and for the transaction of business under the provisions of the laws of Florida, do make, sign, acknowledge and file in the office of the Secretary of State, this Certificate of Incorporation.

WITNESS my hand and seal this 10th day of June, 1998.

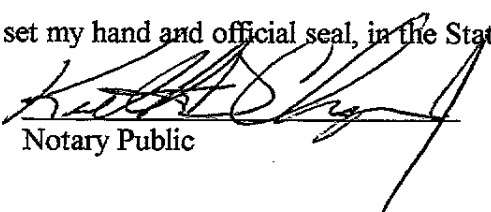

Kelli G. Zinn

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 PM 2:30

STATE OF FLORIDA }
COUNTY OF MANATEE }

BEFORE ME, the undersigned authority personally appeared Kelli G. Zinn, to me personally known or who has produced _____ as a form of identification, and who is known to be the subscriber and person named in the foregoing charter/articles of KELLI HEALTH SERVICES, INC., who being by me first duly sworn, deposed and says that it is intended in good faith to carry out the purposes and objectives as set forth in the foregoing proposed charter/articles.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 10th day of June, 1998.


Notary Public

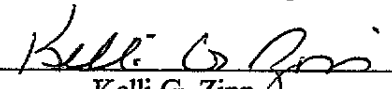
My Commission Expires:



Kenneth D. Chapman Jr.
My Commission CC602938
Expires November 20, 2000

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


Kelli G. Zinn