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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Broad & Cassel

Ralph C. D'Atillio Esq.

Requestor's Name

215 S. Monroe St, Ste. 400

Address

Tall. FL 32301

City

State

Zip

Phone

300002597209--3

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*****70.00 *****70.00

CORPORATION(S) NAME

Wellness America, Inc.

Profit

NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

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ARTICLES OF INCORPORATION

OF

WELLNESS AMERICA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Florida, hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: WELLNESS AMERICA, INC.

ARTICLE II. PURPOSE

The general purpose for which this corporation is organized is to conduct any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III. TERMS OF EXISTENCE

The corporation is to commence its existence on the date of filing these Articles of Incorporation with the Secretary of State, State of Florida, and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE IV. AMOUNT OF AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue is 1,000 shares, having \$1.00 nominal or par value each.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the director(s) at a meeting called for such purpose or at the organizational meeting.

All of the aforementioned stock is to be issued as fully-paid and non-assessable.

ARTICLE V. INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VI. INITIAL STREET ADDRESS

The initial street address in this state of the principal office of the corporation is: 2800 S. Rural Road, Tempe, Arizona 85285-5286 and its initial registered agent at 215 South Monroe Street, Suite 400, Tallahassee, FL 32301 is RALPH C. DATILLIO.

ARTICLE VII. NUMBER OF DIRECTORS

The Board of Directors shall consist of not fewer than one (1) nor more than five (5) directors. The name and address of the initial director of this corporation is as follows:

Name	Address
Martin Gerst	2800 S. Rural Road Tempe, AZ 85282

Brad Edson

2800 S. Rural Road
Tempe, AZ 85282

ARTICLE VIII. SUBSCRIBER

The name and street address of the person signing these Articles of Incorporation as a subscriber is as follows:

Name	Address
Ralph C. Datillio	215 S. Monroe Street, Suite 400 Tallahassee, FL 32301

ARTICLE IX. AMENDMENT

The 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.

THE UNDERSIGNED, being the original subscriber to these Articles of Incorporation for the purpose of forming a corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts contained herein stated are true.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation, this 23 day of July, 1998.


RALPH C. DATILLIO
Incorporator

STATE OF FLORIDA)
COUNTY OF LEON) SS:

BEFORE ME, a Notary of Public, authorized to take acknowledgments in
the state and county aforesaid, personally appeared RALPH C. DATILLIO, who is personally
known to me and who acknowledged before me that he executed the Articles of Incorporation
above set forth. Witness my hand and seal this 23rd day of July, 1998.


Notary Public
My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

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TALLAHASSEE, FLORIDA

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served

The following is submitted, in compliance with Chapter 607.034 Florida Statutes:

WELLNESS AMERICA, INC.

corporation organizing under the laws of the State of Florida with its principal offices at 2800 S. Rural Road, Tempe, Arizona 85282 has named RALPH C. DATILLIO at 215 South Monroe Street, Suite 400, Tallahassee, FL 32301, as its agent to accept service of process within this state.

A C C E P T A N C E

I agree as Registered Agent to accept service of process; to keep my office open during prescribed hours; and to post my name in some conspicuous place in my office as required by law.


RALPH C. DATILLIO
Registered Agent