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July 30, 1998

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Office of the Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

RE: Articles of Incorporation for LifeQuest Nutrition Clinics & Wellness Center,
Inc.

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of \$70.00 for filing same.

Thank you for your usual prompt attention to these matters.

Please return letter of acknowledgment to:

Gary R. Fane
12955 Curt Dr.
Jacksonville, FL 32223

Sincerely,

Gary R. Fane
Gary R. Fane

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
LIFEQUEST NUTRITION CLINIC & WELLNESS CENTER, INC.**

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of the Corporation is: LifeQuest Nutrition Clinic & Wellness Center, Inc.

ARTICLE II

ADDRESS: The address of the principal office is: 8843 San Jose Blvd, Suite 2
Jacksonville, FL 32217

The mailing address of the corporation is: Same

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office is: 8843 San Jose Blvd., Suite 2
Jacksonville, FL 32217

and the name of the registered agent is: William P. McPhilamy

ARTICLE IV

DURATION: The Corporation shall have perpetual existence

ARTICLE V

PURPOSE: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE VI

CAPITAL STOCK: The Corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 100,000 and the par value of each share is \$0.01.

ARTICLE VII

BOARD OF DIRECTORS:

The initial board of directors shall consist of three members. The names and addresses of the persons who are to serve as directors are:

William P. McPhilamy
8843 San Jose Blvd, Ste 2
Jacksonville, FL 32217

Gary R. Fane
12955 Curt Dr.
Jacksonville, FL 32223

Adrienne H. McPhilamy
8843 San Jose Blvd., Suite 2
Jacksonville, FL 32217

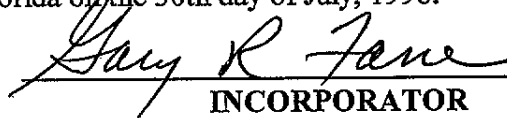
ARTICLE VIII

INCORPORATOR:

The name and address of the incorporator is:

Gary R. Fane
12955 Curt Dr.
Jacksonville, FL 32223

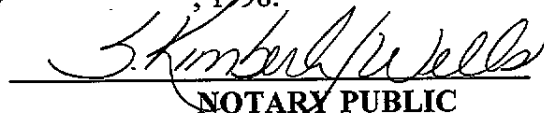
The undersigned being the sole incorporator above named, signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 30th day of July, 1998.


INCORPORATOR

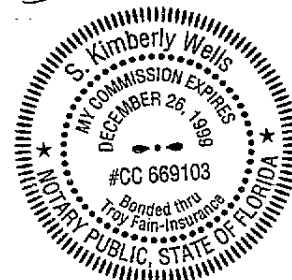
**STATE OF FLORIDA
COUNTY OF DUVAL**

Before me, the undersigned authority, personally appeared Gary R. Fane, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Jacksonville in said County and State, this 30th day of July, 1998.


NOTARY PUBLIC

My Commission Expires: 12-26-99



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

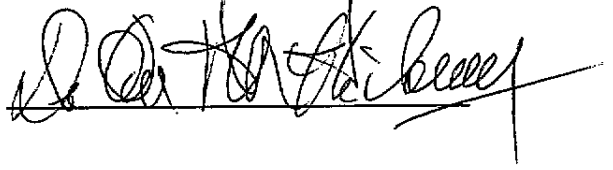
1. The name of the corporation is: LifeQuest Nutrition Clinic & Wellness Center, Inc.
1. The name and address of the registered agent and office is

William P. McPhilamy, President
8843 San Jose Blvd. Ste 2
Jacksonville, FL 32217

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE:

FILED
98 AUG -5 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA