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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HEALTHWAY OF AMERICA, INC.

AUDIT NUMBER.....H98000018623

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION  
OF  
HEALTHWAY OF AMERICA, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is **HEALTHWAY OF AMERICA, INC.**

**ARTICLE II  
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III  
PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be Two Million (2,000,000) shares of voting common stock with \$.001 par value share.

**ARTICLE V  
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants of any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation and place of business is 4135 Laguna Street, Suite C, Coral Gables, Florida 33146. The registered Agent is Andre N. Chammas Jr. at 4135 Laguna Street, Suite C, Coral Gables, Florida 33146.

Andre M. Chammas, Jr.  
Accountant  
4135 Laguna St. # C  
Coral Gables, FL 33146  
(305) 448-9221

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**ARTICLE VII  
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES

Andre N Chammas Jr.

ADDRESSES

4135 Laguna Street, Suite C  
Coral Gables, Florida 33146

**ARTICLE VIII  
INCORPORATOR**

The name and address of the incorporator is: Andre N. Chammas Jr. at 4135 Laguna Street, Suite C, Coral Gables, Florida 33146.

**ARTICLE IX  
INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation the 1st day of October, 1998.

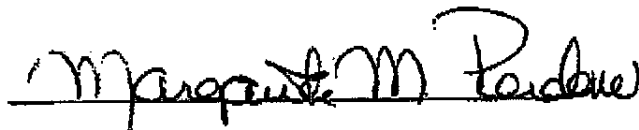


Andre N. Chammas Jr.

STATE OF FLORIDA     )  
                                  : SS.  
COUNTY OF DADE     )

The foregoing Articles of Incorporation was acknowledged before me this 1st day of October 1998, by Andre N. Chammas Jr. who is personally known to me and who did not take an oath. He acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth therein.





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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 2207.0501, 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: **HEALTHWAY OF AMERICA, INC.**
2. The name and address of the Registered agent is Andre N. Chammas Jr.,  
4135 Laguna Street, Suite C, Coral Gables, Florida 33146

Signature:  
Title:  
Date:

  
Registered Agent and Incorporator  
October 1, 1998

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 agreed 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:

  
October 1, 1998

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