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RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**

* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

January 7, 1999

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400002735364--4
-01/08/99-01104-007
*****78.75 *****78.75

RE: OPTIMUM HEALTH TECHNOLOGIES, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$78.75 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	8.75
Reg. Agent	<u>35.00</u>
Amount	\$ 78.75

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

Robert I. Claire, Esq.
Robert I. Claire, Esq.

RIC/jc
Enclosures/check

FILED
99 JAN -8 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 11 1999

ARTICLES OF INCORPORATION

OF

OPTIMUM HEALTH TECHNOLOGIES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

OPTIMUM HEALTH TECHNOLOGIES, INC.
7658 Majestic Palm Drive
Boynton Beach, Florida 33437

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To provide sales and distribution of health related products.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1000) shares of common stock. Such shares shall be of a single class and shall have 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 the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Shirley L. Kessler	7658 Majestic Palm Drive Boynton Beach, Florida 33437
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ARTICLE VII
OFFICERS

The names and addresses of each initial officer is as follows:

Shirley L. Kessler President, Secretary and Treasurer	7658 Majestic Palm Drive Boynton Beach, Florida 33437
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ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

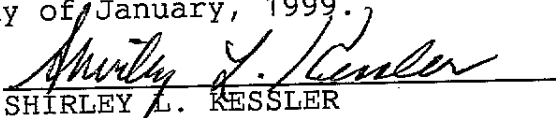
Shirley L. Kessler
7658 Majestic Palm Drive
Boynton Beach, Florida 33437

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 6th day of January, 1999.

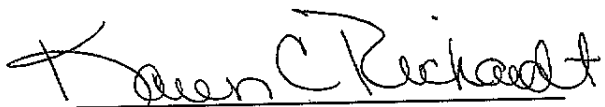

SHIRLEY L. KESSLER

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14th day of January, 1999, by SHIRLEY L. KESSLER, who is personally known to me or who has produced Fla drivers license as identification and who did/did not take an oath.

My commission expires:


NOTARY PUBLIC




Karen C. Richardt
MY COMMISSION # CC729773 EXPIRES
April 16, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **OPTIMUM HEALTH TECHNOLOGIES, INC.** which is contained in the foregoing Articles of Incorporation.

DATED this 6th day of January, 1999.


Robert I. Claire
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA