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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 2:58

January 20, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-01/21/99--01058--017
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Re: Articles of Incorporation
HEALTHIER WAY OF LIFE II, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation, Designation
of Registered Agent form and filing fee for the referenced corporation.

Please forward the proof of filing fee to me at your earliest
convenience.

Thank you very much for your prompt assistance.

Respectfully,


B.J. Reeves

Enclosures
BJR/tsr

Some people have
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D. BROWN JAN 26 1999

ARTICLES OF INCORPORATION
OF
HEALTHIER WAY OF LIFE II, INC.

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ARTICLE I: The name of the corporation shall be:

HEALTHIER WAY OF LIFE II, INC.

ARTICLE II: The principal place of business and mailing address of the corporation shall be:

1545 NE 206th Street
North Miami Beach, Florida 33179

ARTICLE III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV: The name and address of the registered agent is:


Joseph B. Williams
1545 NE 206th Street
North Miami Beach, Florida 33179

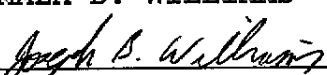
ARTICLE V: The incorporators are:

MALA D. WILLIAMS
President
1545 NE 206th Street
North Miami Beach, Florida 33179

JOSEPH B. WILLIAMS
Vice-President
1545 NE 206th Street
North Miami Beach, Florida 33179

The undersigned incorporators have executed these Articles of Incorporation this January 15, 1999.


MALA D. WILLIAMS


JOSEPH B. WILLIAMS

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE


1. The name of the corporation is:

HEALTHIER WAY OF LIFE II, INC.

2. The name and address of the registered agent and office
is:

JOSEPH B. WILLIAMS
1545 NE 206th Street
North Miami Beach, Florida 33324.

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.


JOSEPH B. WILLIAMS

Date: January 15, 1999