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February 15, 1999

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POST OFFICE BOX 17245
CLEARWATER, FLORIDA 33762-0245

VIA FEDERAL EXPRESS DELIVERY

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

EFFECTIVE DATE
2-15-99

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-02/16/99--01056--010
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION - AMERICANBODY, INC.

Dear Madam or Sir:

Enclosed please an original and one (1) copy of the Articles of Incorporation of AmericanBody, Inc.

PLEASE NOTE THAT AN EFFECTIVE DATE OF FEBRUARY 15, 1999, HAS BEEN REQUESTED.

Please file these Articles of Incorporation of record, and furnish me an approval stamped copy of the filed Articles. Also enclosed is this firm's check in the amount of seventy dollars (\$70.00) for the applicable filing fees.

Thank you for your usual cooperation and assistance.

If you should have any questions, please do not hesitate to give me a call.

Very truly yours,


L. JAMES DICKSON

Enclosures

FILED
99 FEB 16 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 17 1999

ARTICLES OF INCORPORATION
OF
AMERICANBODY, INC.

FILED
99 FEB 16 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1
Name

The name of this corporation is:

EFFECTIVE DATE
2-15-99

AMERICANBODY, INC.

Article 2
Effective Date and Duration

This corporation shall exist perpetually commencing as of February 15, 1999.

Article 3
Purposes

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

Article 4
Capital Stock

This corporation is authorized to issue ONE MILLION (1,000,000) shares of Common Stock, having a par value of ONE CENT (1¢) each.

Article 5
Registered Office and Registered Agent

The street address of the initial registered office of this corporation shall be 4707 140th Avenue North, Suit 309, Clearwater, Florida 33762. The name of the initial registered agent of this corporation at that address shall be L. JAMES DICKSON.

Article 6
Principal Office and Mailing Address

The principal office, and mailing address, of this corporation shall be:

8855 Collins Avenue, No. 1204
Surfside, Florida 33154

Article 7
Initial Board of Directors

The number of directors comprising the full Board of Directors of the corporation shall initially be three (3). The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1) director. The name and address of the initial director comprising the first Board of Directors of this corporation are as follows:

BRYAN L. DRESDEN
8855 Collins Avenue, No. 1204
Surfside, Florida 33154

SCOTT C. DRESDEN, M.D.
222 Mamaroneck Avenue, No. 211
White Plains, New York 10605

RICHARD SCHAFF
27 Outrigger No. 2
Marina del Rey, California 90292

Article 8
Incorporator

The name and address of the person signing these Articles of Incorporation as the incorporator are:

L. JAMES DICKSON
4707 140th Avenue North, Suite 309
Clearwater, Florida 33762

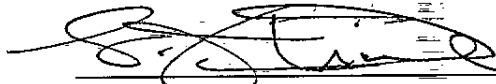
Article 9
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, and repeal the bylaws, and the power to adopt new bylaws, shall be vested in the Board of Directors, subject; however, to repeal or change by action of the shareholders. Unless otherwise provided in a bylaw adopted by action of the shareholders, the Board of Directors shall not have the power or authority to amend or repeal any bylaw adopted by the shareholders.

Article 10
Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this February 15, 1999.

A handwritten signature in black ink, appearing to read "L. James Dickson", is written over a horizontal line.

L. JAMES DICKSON, Incorporator

AMERICANBODY, INC.

Registered Agent

Acceptance and Acknowledgment

I hereby accept appointment as registered agent. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, FLORIDA STATUTES.

Dated: February 15, 1999



L. JAMES DICKSON
Registered Agent

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99 FEB 16 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA