

American Accounting of Sarasota

4509 Bee Ridge Rd. • Suite B • Sarasota, FL 34233

(941) 371-0008 • FAX (941) 371-5685

0000023342

100002797591--0

-03/08/99-01096-014

****122.50 *****78.75

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

March 4, 1999

SUBJECT: ABSOLUTE WELLNESS CENTER, INC

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$122.50 for the Filing Fee and a Certified Copy

**FROM: ENOLA H WOLFINGER
AMERICAN ACCOUNTING OF SARASOTA
4509 BEE RIDGE RD. STE. B
SARASOTA, FL 34233
(941)371-0008**

FILED
99 MAR 08 AM 8:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please return to us ASAP in the enclosed Airborne envelope.

Thank you!

MAR 15 1999
MAR 12 1999
[Signature]

Articles of Incorporation
of
ABSOLUTE WELLNESS CENTER, INC

FILED
99 MAR 08 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Article 1: Name. The name of the Corporation is ABSOLUTE WELLNESS CENTER, INC.

Article 2: Duration. The duration of the Corporation is perpetual.

Article 3: Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

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

Article 4: Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 100 (One Hundred) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 (One Dollar) per share. The initial Shareholders are OREN D. ROSENTHAL and JERALDINE HORNER ROSENTHAL and each will retain 50% ownership of the stock.

Article 5: Principal Office, Initial Registered Office and Agent. The street address of the principal office and initial registered office of the Corporation is 4509 BEE RIDGE ROAD, SARASOTA, FL 34233 and the name of the initial Registered Agent at that address is ENOLA H WOLFINGER.

Article 6: Initial Board of Directors. The number of Directors constituting the initial Board of Directors is 2. The number of Directors may be increased from time to time in accordance with the bylaws but shall never be less than 1 (One). The name and address of the initial directors of the corporation are as follows: OREN D. ROSENTHAL, 4025 MAVERICK AVENUE, SARASOTA, FL 34233 and JERALDINE HORNER ROSENTHAL, 4025 MAVERICK AVENUE, SARASOTA, FL 34233.

Article 7: Incorporator. The name and address of the incorporator is OREN D. ROSENTHAL, 4025 MAVERICK AVENUE, SARASOTA, FL 34233.

Article 8: Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, any right conferred upon the shareholders is subject to the reservation.

Article 9: Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10: Bylaws. The power to adopt, amend and repeal Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS THEREOF, the undersigned has signed these Articles of Incorporation on this

4 day of March, 1999.

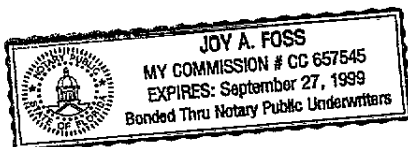
Oren D. Rosenthal
OREN D. ROSENTHAL

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared OREN D. ROSENTHAL known personally or presented ID as follows: Personally Known, who did not take an oath, but did acknowledge that the foregoing Articles of Incorporation were executed for the purposes therein expressed.

Witness my hand and official seal this 4th day of March, 1999.

Joy A. Foss
Notary Public



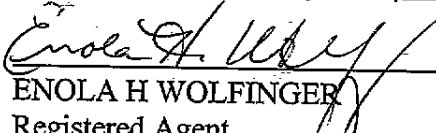
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 ABSOLUTE WELLNESS CENTER, INC.
2. The name and address of the registered agent and office is: ENOLA H WOLFINGER, 4509 BEE RIDGE ROAD, SARASOTA, FL 34233.

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 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.

Dated this 4th day of March, 1999.



ENOLA H WOLFINGER
Registered Agent
4509 BEE RIDGE ROAD, SARASOTA, FL 34233

FILED
99 MAR 08 AM 8:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA