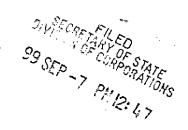
09000079227 CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Nellness Communications Networks, Inc.	2000029792529 -09/07/9901029010 ******70.00 ******70.00
Signature Requested by: 9:10 Name Date Time	Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File Trade/Service Mark Merger File Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy Photo Copy Certificate of Good Standing Certificate of Fictitious Name Corp Record Search Officer Search Fictitious Owner Search Driving Record UCC 1 or 3 File UCC 11 Search UCC 11 Search UCC 11 Patricus
Walk-In Will Pick Up	UCC 11 Retrieval

ARTICLES OF INCORPORATION



OF

WELLNESS COMMUNICATIONS NETWORKS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is WELLNESS COMMUNICATIONS NETWORKS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 3656 First Avenue North, St. Petersburg, FL 33713.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Richard M. Georges, 3656 First Avenue North, St. Petersburg, FL 33713.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Patrick Barmore - President/Director

2913 Weston Terrace, Palm Harbor, FL 34685

David Bender - Vice President/Director

329 Bayview Drive NE, St. Petersburg, FL 33704

Donald Stillson - Secretary/Director

P.O. Box 9017, Largo, FL 33771

Joel Thompson - Treasurer/Director

1640 9th Avenue North, St. Petersburg, FL 33713.

ARTICLE VII: SPECIAL PROVISION

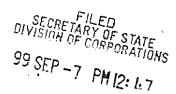
It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 3rd day of September 1999.

"Capital Connection, Inc. by Chris Grunewald, Client Representative"

Christ nurewell

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE



Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: WELLNESS COMMUNICATIONS NETWORKS, INC	3.
2 . is:		nd street address of the registered agent and office RICHARD M. GEORGES	
		3656 First Avenue North	
		St. Petersburg, FL 33713	

HAVE 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.

RICHARD M. GEORGES