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October 4, 1999

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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

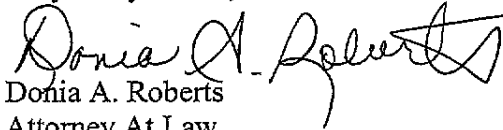
RE: Incorporation of HEALTH AND WELLNESS CONSULTANTS, INC.

Dear Sir/ Madam:

Enclosed herewith, please find the Articles of Incorporation and a check in the amount of \$70.00 representing the filing fee. Also enclosed is one copy of said Articles of Incorporation to be returned to me after filing in the self-addressed, stamped envelope I have provided for your convenience.

Should you have any questions or concerns regarding the above, do not hesitate to contact my office.

Very Truly Yours,



Donia A. Roberts
Attorney At Law
DAR/jlo
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1 L. Burch OCT 22 1999

**ARTICLES OF INCORPORATION
OF**

HEALTH AND WELLNESS CONSULTANTS, INC.

The undersigned, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

HEALTH AND WELLNESS CONSULTANTS, INC.

The address of the principal office of this corporation shall be 12649 58th Place N., Royal Palm Beach, Florida 33411 and the mailing address shall be 12649 58th Place N., Royal Palm Beach, Florida 33411.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 12649 58th Place N., Royal Palm Beach, Florida 33411, and the name of the initial registered agent of the Corporation at the address shall be KATHLEEN GAROLSKY.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director initially. The name and street address of the initial member of the Board of Directors are:

KATHLEEN GAROLSKY
12649 58th Place N.
Royal Palm Beach, Florida 33411

ARTICLE VII - OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

KATHLEEN GAROLSKY
President and Secretary
12649 58th Place N.
Royal Palm Beach, Florida 33411

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:


KATHLEEN GAROLSKY
12649 58th Place N.
Royal Palm Beach, Florida 33411

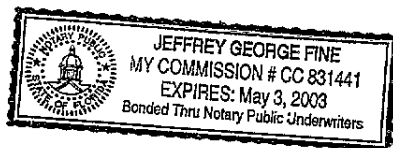
IN WITNESS WHEREOF, the undersigned has executed these Articles
of Incorporation this 15 day of October, 1999.

Kathleen Garolsky
KATHLEEN GAROLSKY
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared **KATHLEEN GAROLSKY**, to me known to be the person's herein and who after being duly cautioned and sworn according to law deposed and stated that she executed these Articles of Incorporation for the purposes expressed herein, who produced is personally known to me and who did not take an oath.


NOTARY PUBLIC
JEFFREY FINE
Printed Notary Name
CC 831441
Commission Expires



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CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

OF

HEALTH AND WELLNESS CONSULTANTS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 12649 58th Place N., Royal Palm Beach, Florida 33411, has named KATHLEEN GAROLSKY, located at 12649 58th Place N., Royal Palm Beach, Florida 33411 as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Kathleen Garolsky
KATHLEEN GAROLSKY
REGISTERED AGENT